

Registered Office:
24, Laxmi Chambers,
Navjivan Presh Road,
Near Old Gujarat High Court,
AHMEDABAD -380 009

Madhav Infra Projects Limited
CIN : L45200GJ1992PLC018392
Madhav House, Plot No.4
Near Panchratna Building
Subhanpura, Vadodara-390 023
Telefax : 0265-2290722
www.madhavcorp.com



Date: October 02, 2017

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 539894

Dear Sir/Madam,

Sub: Scrutinizers Report on 24th Annual General Meeting of the Company held on September 29, 2017

This is to inform you that the 24th Annual General Meeting of the Company was held on Friday, the September 29, 2017 at S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad - 380 009.

In this regard, we hereby attached the Report of the Scrutinizers dated September 30, 2017 pursuant to the Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

Kindly take the same on your record and oblige us.

Thanking You,

Yours faithfully,

For, **Madhav Infra Projects Limited**

Gopal Shah
Company Secretary





KH & ASSOCIATES

Practicing Company Secretaries

Report of Scrutinizers'

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
MADHAV INFRA PROJECTS LIMITED
24 Laxmi Chambers,
Navjivanpress Road,
Near High Court,
Ahmedabad- 380009

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 24th Annual General Meeting pursuant to Regulation 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

- (i) I, Hemant Valand, Partner of M/s. KH & Associates, Practicing Company Secretaries have been appointed as the scrutinizer by the Board of Directors of **MADHAV INFRA PROJECTS LIMITED** to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 5 to be passed at the 24th Annual General meeting of the Company to be held on 30th September, 2016 as set out in the Notice dated 14th August, 2017 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Resolution No. 3 to 5 of this Report pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Act and Rule 20 of the Rules
- (ii) The chairman of the 24th Annual general meeting held on Friday, September 29, 2017 to conduct the poll under sec-109 and other applicable provisions, if any of the Act read with rule 21 of the rules, in respect of the resolutions to be passed at AGM of the members of the company, held at S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009.



2. The Management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM
3. I have issued separate scrutinizer report dated 30th September, 2017 at 06:50 p.m. on e-voting and there was no voting through the demand of poll or ballot during the annual general meeting. As requested by management, I submit a report on e-voting and poll in respect of aforesaid resolutions as follows:

Sr No.	Particulars	Resolution No. 1: Ordinary Resolution – To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017, together with the reports of Directors and Auditors thereon.						
		Ballots/E-votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	69	75	600	5773424	5774024	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	06	69	75	600	5773424	5774024	100
4	Ballots in Favour	06	69	75	600	5773424	5774024	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	06	69	75	600	5773424	5774024	100



Sr No.	Particulars	Resolution No. 2: Ordinary Resolution - To consider re-appointment of Director, Mr. VineetRathi (DIN: 03541288), who retires by rotation and being eligible, offers herself for re-appointment.								
		Ballots/E-votes			No of Ballots in poll/Electronic votes			No of Votes		%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total			
1	Ballot received	06	69	75	600	5773424	5774024	100		
2	Less: Invalid ballots	00	00	00	00	00	00	--		
3	Valid Ballots	06	69	75	600	5773424	5774024	100		
4	Ballots in Favour	06	69	75	600	5773424	5774024	100		
5	Ballots against	00	00	00	00	00	00	--		
	Total valid ballots	06	69	75	600	5773424	5774024	100		

Sr No.	Particulars	Resolution No 3: Ordinary Resolution - To Ratification of the appointment of Auditors								
		Ballots/E-votes			No of Ballots in poll/Electronic votes			No of Votes		%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total			
1	Ballot received	06	69	75	600	5773424	5774024	100		
2	Less: Invalid ballots	00	00	00	00	00	00	--		
3	Valid Ballots	06	69	75	600	5773424	5774024	100		
4	Ballots in Favour	06	69	75	600	5773424	5774024	100		
5	Ballots against	00	00	00	00	00	00	--		
	Total valid ballots	06	69	75	600	5773424	5774024	100		



Sr No	Particulars	Resolution No 4 : Shifting of Registered office of the Company							
		Ballots/E-votes	No of Ballots in poll/Electronic votes			No of Votes			%
			No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	69	75	600	5773424	5774024	100	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	69	75	600	5773424	5774024	100	
4	Ballots in Favour	06	69	75	600	5773424	5774024	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	69	75	600	5773424	5774024	100	

Sr No.	Particulars	Resolution No 5: Special Resolution-- To adopt new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013.							
		Ballots/E-votes	No of Ballots in poll/Electronic votes			No of Votes			%
			No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	06	69	75	600	5773424	5774024	100	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	06	69	75	600	5773424	5774024	100	
4	Ballots in Favour	06	69	75	600	5773424	5774024	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	06	69	75	600	5773424	5774024	100	



4. I have hand over the related papers / registers and records for the safe custody Mr. Gopal Shah Company secretary authorize by the board to supervise for this purpose.
5. You may accordingly declare the result of voting.

Thanking you.

Date : 30th , September, 2017

Place : Vadodara



For K H & Associates

Hemant
30/09/2017

Hemant Valand

(Partner)

CP 8904, A 24697



FORM NO. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
MADHAV INFRA PROJECTS LIMITED
24 Laxmi Chambers,
Navjivanpress Road,
Near High Court,
Ahmedabad- 380009

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 24th Annual General Meeting pursuant to Regulation 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

Dear Sir,

I, Hemant Valand, Partner of M/s. KH & Associates., Company Secretaries, has appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 24th Annual General Meeting of the Equity Shareholders of **MADHAV INFRA PROJECTS LIMITED** held on Friday, 29th September, 2017 at 5:00 pm a.m. at Registered Office of Company at held at S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009, submit our report as under :

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

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916, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9824317835 E-mail: khassociates2016@gmail.com

- (a) **Resolution No. 1: Ordinary Resolution** – To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017, together with the reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	600	100%

(ii) Voted against the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- (b) **Resolution No. 2: Ordinary Resolution** - To consider re-appointment of Director, Mr. VineetRathi (DIN: 03541288), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	600	100%

(ii) Voted against the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(c) Resolution No 3: Ordinary Resolution – To Ratification of the appointment of Auditors

(i) Voted in favour of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	600	100%

(ii) Voted against the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(d) Resolution No 4 Special Resolution – Shifting of Registered office of the Company

(i) Voted in favour of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	600	100%

(ii) Voted against the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(e) Resolution No 5: Special Resolution – To adopt new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
06	600	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you

Date : 30th September, 2017

Place : Vadodara



For K H & Associates

Hemant Valand
30/09/2017

Hemant Valand
(Partner)

CP 8904, A 24697



KH & ASSOCIATES

Practicing Company Secretaries

316, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9824317835 E-mail: khassociates2016@gmail.com

Report of Scrutinizers'

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
24th Annual General Meeting of the Equity Shareholders of **MADHAV INFRA PROJECTS LIMITED**

Held at:
S-2, B Wing, ICSI,
Chinubhai Tower,
Ashram Road,
Ahmedabad – 380 009.

Dear Sir,

I, Hemant Valand, Partner of M/s. KH & Associates., Company Secretaries have been appointed by the Board of Directors of **MADHAV INFRA PROJECTS LIMITED** (the Company) as Scrutinizer for the purpose of scrutinizing the e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 on the resolutions contained in the notice (herein after referred to as "The Resolutions") of the 24th Annual General Meeting (AGM) of the members of the Company to be held on Friday, September 29, 2017 at 05.00 p.m. at S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009, Gujarat.

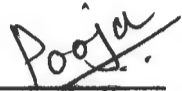
The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 24th AGM of the members of the Company. My responsibility as scrutinizer for e-voting process is restricted to make a scrutinizers report of the vote cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agencies to provide e-voting facilities, engaged by the Company.

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Further to the above, I submit my report as under;

- 1) The e-voting period remained open from Tuesday, 26th September, 2017 at 09:00 a.m. and ended on Thursday, 28th September, 2017 at 5:00 p.m.
- 2) The members of the Company as on "Cut-off" date i.e Friday, 22nd September, 2017 were entitled to the vote on the resolutions as set out in the notice to the 24th AGM of the members of the Company.
- 3) The votes cast were unblocked on September 30, 2016 at around 7:00 p.m. in the presence of 2 witnesses Ms.Pooja Joshi and Mr. Haresh Kapuriya who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Name Ms. Ms.Pooja Joshi



Name: Mr. Haresh Kapuriya

- 4) Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for", "against" and "invalid" each of the resolutions that were put to vote, were generated from e-voting website www.evotingindia.co.in.
- 5) The result of the e-voting as under:
 - (a) **Resolution No. 1: Ordinary Resolution** – To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017, together with the reports of Directors and Auditors thereon.

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
69	5773424	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



- (b) **Resolution No. 2: Ordinary Resolution** - To consider re-appointment of Director, Mr. VineetRathi (DIN: 03541288), who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
69	5773424	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- (c) **Resolution No 3: Ordinary Resolution** - To Ratification of the appointment of Auditors

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
69	5773424	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(d) Resolution No 4: Special Resolution – Shifting of Registered office of the Company within state

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
69	5773424	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(e) Resolution No 5: Special Resolution– To adopt new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
69	5773424	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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6. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you.

Date : 30th, September, 2017

Place : Vadodara

For K H & Associates

Hemant
30/09/2017

Hemant Valand
(Partner)

CP 8904, A 24697

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