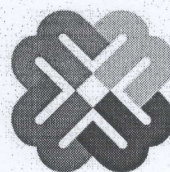


**MADHAV INFRA PROJECTS LIMITED**

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

Corporate Office  
Madhav House,  
Nr, Panchratna Building,  
Subhanpuraa,  
Vadodara-390 023.  
Gujarat – India.  
Phone: +91-7600031747  
info@madhavgrp.co.in  
[www.madhavgrp.co.in](http://www.madhavgrp.co.in)



CIN NO: L45200GJ1992PLC018392

Date: January 27, 2017

To,  
BSE Limited  
P. J. Towers, Dalal Street, Fort,  
Mumbai – 400 001.

Dear Sir / Madam,

**Subject: Chairman's Report on Court Convened Meeting of Equity Shareholders of M/s Madhav Infra Projects Limited**

**Ref: Submission of requisite documents in the matter of amalgamation of MSK Project India (JV) Limited (the wholly owned subsidiary) with Madhav Infra Projects Limited.**

Please find enclosed herewith the Chairman's Report on the Resolution Passed by Equity Shareholders at Court Convened Meeting ("CCM") held on January 23, 2017 at the Registered Office of the Company.

We are taking steps to host the Chairman's Report of the Court Convened Meeting of the Equity Shareholders on the website of the Company.

Please take the documents on record and kindly treat this as compliance with the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Thanking You,

**For, Madhav Infra Projects Limited**

**Mayur Parikh**  
*Chairman of the Meeting*

**Enclosed: A/a**

**IN THE NATIONAL COMPANY LAW TRIBUNAL (NCLT) AT AHMEDABAD**

**COMPANY APPLICATION NO. 530 OF 2016**

**In the matter of Sec. 391 of the Companies Act, 1956**

**And**

**In the matter of Scheme of Amalgamation of**

**MSK Projects (India) (JV) Limited  
With  
Madhav Infra Projects Limited  
And  
Their Respective Shareholders**

**BETWEEN:**

Madhav Infra Projects Limited,  
A Company incorporated under  
The provisions of Companies Act, 1956  
Having its registered office at  
24, Laxmi Chambers,  
Navjivan Press Road,  
Near Old High Court,  
Ahmedabad

.....Applicant/ (Transferee Company)

**AND**

Nil

Respondent

**CHAIRMAN REPORT**

Report of the Chairman of the Meeting of Shareholders of the Applicant Company held at Registered Office of the Company situated at 24, Laxmi Chambers, Navjivan Press Road, Near Old High Court, Ahmedabad - 380 009.

I, Mayur Parikh, appointed by this Hon'ble High Court of Gujarat to act as Chairman of the Meeting of the Shareholders of the Applicant Company, summoned by notices served individually and also by advertisement in the Gujarati Daily newspaper " Financial Express" and English Daily Newspaper " Indian Express " both having circulation in Ahmedabad dated December 28, 2016 and the said meeting of Equity Shareholders accordingly was held on January 23, 2017 at Registered Office of the Company situate at 24, Laxmi Chambers, Navjivan Press Road, Near Old High Court, Ahmedabad - 380 009, as directed by Hon'ble High Court of Gujarat by its order dated December 14, 2016, do hereby submit the Report as follow:




## MEETING OF SHAREHOLDERS

1. As per the order of Hon'ble High Court of Gujarat, the Meeting of the Shareholders of the Applicant Company was called to order at 11:00 A.M. on Monday, January 23, 2017. Out of 554 Equity Shareholders as of the cut-off date *i.e. January 16, 2017*, 06 were present in person or by representatives in cases of bodies' corporate members or present by their duly constituted proxies. I also took a note on Promoter and Promoter Group not eligible to vote.
2. With the consent of the Shareholders present, the Notice calling for the Meeting and the proposed Scheme of Amalgamation as proposed by the Applicant/ Transferee Company were taken as read. I briefly explained the purpose, object and details of the Scheme and the synergies which would accrue as also the larger benefits emerging out of the Scheme as filed before this Hon'ble High Court.
3. I enquired if the Shareholders had any points for debate and gave an opportunity to the persons present to seek any clarifications, if they so desired. There were no amendments to the Resolution. Thereupon, I announced that a poll would be taken on the Resolution to ascertain the sense of the Meeting on the Scheme of Amalgamation. The Company has appointed Mr. Hemant Valand, Practicing Company Secretary (CP No. 8904), Partner of M/s. K H & Associates (Practicing Company Secretaries), Vadodara, as the Scrutinizer to conduct the postal ballot activity including e-voting process in a fair and transparent manner, were present at the meeting as Scrutinizer for the poll.
4. The procedure for the poll was explained in complete detail and the Ballot papers were distributed to all the Shareholders present in person or through Proxies/Representations. The poll was taken with the Ballot papers being put in to the Ballot Box which was handed over to the Scrutinizer by me and which was opened in my presence. Specimen of the Ballot Papers is produced herewith as **Annexure A**.
5. Further, in terms of the Notice dated December 21, 2016, the e-voting was kept open for five days from 11:00 A.M. on Wednesday, the January 18, 2017 and will end at 5:00 P.M. on Sunday, at January 22, 2017 and the remote e-voting module shall be disabled for voting on Sunday, January 22, 2017 at 5.00 P.M. It is clarified that casting of votes by remote e-voting did not disentitle a shareholder from attending the Court Convened Meeting, however any shareholder who has voted by remote e-voting were not allowed to vote at the venue of the meeting.
6. The Meeting of the Shareholders of the Applicant Company approved the Scheme of Amalgamation and resolution to the said effect was passed unanimously. The details of the total number of Shareholders who attended the Meeting, the number of ballots polled, number of votes cast in favour of the Resolution, and the number and value of the shareholding of the Shareholders casting such votes are exhibited in the Scrutinizer's Report. Certified copy of the Resolution passed has been produced herewith as **Annexure B**. Copy of the Scrutinizer's Report is produced herewith as **Annexure C**.

Therefore, the Resolution approving the Scheme of Amalgamation of MSK Projects (India) (JV) Limited with Madhav Infra Projects Limited was passed with unanimously.

**Place: Ahmedabad**  
**Date: January 23, 2017**

  
**Chairman of the Meeting**  
**Mayur Parikh**