

# A INFRASTRUCTURE LIMITED

(Formerly Shree Pipes Limited)

CIN: L25191RJ1980PLC002077

Regd. Office & Works: Hamirgarh - 311 025, Distt. Bhilwara (Rajasthan)

Phone: 01482-286102, FAX: 01482-286104

Website: www.ainfrastructure.com, Email: cs@kanoria.org,

## NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of A Infrastructure Limited will be held on Saturday, March 14, 2020 at 3:00 p.m. at Hamirgarh, Distt. Bhilwara, Rajasthan - 311025, to transact the following business:-

### 1. Issue and Offer of Redeemable Preference Shares on a Private Placement basis:

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

“**RESOLVED** that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the member of the Company be and is hereby accorded to the Board to create, offer and/or invite to subscribe, issue and allot, for cash at par, upto 10,28,850 Redeemable Preference Shares (“RPS”) of Rs.100/- each for an aggregate amount not exceeding Rs.10.29 crores, including the issue and allotment of RPS, on a private placement basis, to such person or persons, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“**RESOLVED FURTHER** that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of Offer are, as under:

- (i) RPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) RPS shall be non-participating in the surplus funds;
- (iii) RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital

has been repaid, on winding up of the Company;

- (iv) RPS shall not be convertible into equity shares;
- (v) RPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vi) RPS shall be redeemable.”

“**RESOLVED FURTHER** that the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit.”

By order of the Board

Sd/-

**Kuldeep Kaw**  
**Director**  
**DIN: 07882201**

Place: New Delhi

Date: 01<sup>st</sup> February, 2020

### NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1 above, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (FortyEight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable.

4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on February 07, 2020 ("Record Date").
6. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
7. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company, [www.ainfrastructure.com](http://www.ainfrastructure.com) and that of National Securities Depository Limited (NSDL), [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. Process and manner for Members opting for voting through Electronic means:
  - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of National Securities Depository Limited (NSDL) ("remote e-voting").
  - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date of March 07, 2020, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. Any recipient of the Notice who has no voting rights as on the Cut Off Date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a Member of the Company after the despatch of the Notice of the EGM and prior to the Cut Off Date i.e. March 07, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the EGM by following the procedure mentioned in this part.
  - iv. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - v. The facility for voting through Poll would be made available at the EGM and the Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through Poll. The Members who have already cast their vote by remote e-voting prior to the Meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vi. Mr. Anil Kumar Somani of M/s. Anil Somani & Associates, Practicing Company Secretaries (Membership No. 36055), has been appointed as the Scrutinizer to scrutinize the voting at the EGM and remote e-voting process in a fair and transparent manner.
- vii. The instructions for e-voting are as under:
 

The e-voting period begins on Wednesday, March 11, 2020 at 9.00 a.m. and will end on Friday, March 13, 2020 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 of March 07, 2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

  - A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s):
    - i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN For E-Voting. Please note that the password is an initial password.
    - ii) Launch internet browser by typing the following **URL: <https://www.evoting.nsdl.com/>**
    - iii) Click on shareholder - **Login**.
    - iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
    - v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
    - vi) Home page of e-voting opens, click on e-voting: **Active Voting cycles**.
    - vii) Select "EVEN" of "A Infrastructure Limited which is 112794".
    - viii) Now you are ready for e-voting as cast vote page opens.
    - ix) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.
    - x) Upon confirmation, the message "**Vote cast successfully**" will be displayed.

- xi) Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xii) Institutional & Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B.** In case a Member receives physical copy of the Notice of EGM(for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- I. Initial password is provided in inclosed attendance sheet:
- II. Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders/Members and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800-222-990
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. The e-voting period commences on **11.03.2020 at 9.00 A.M. and ends on 13.03.2020 at 5.00 P. M.** During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of March 07, 2020, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- VI. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of March 07, 2020.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**VOTING AT EGM:** -The members who have not casted their votes through electronically

can exercise their voting rights at the EGM.

### **C. Other Instructions**

1. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
2. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report (including result of polling at EGM) of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Extra-Ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.ainfrastructure.com](http://www.ainfrastructure.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two (2) days of passing of the resolution at the Extra-Ordinary General Meeting of the Company and the same shall also be communicated to stock exchanges where the shares of the Company are listed.
4. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the EGM.
5. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. BEETAL Financial & Computer Services Private Limited.
6. All documents referred to in the accompanying Notice and the Explanatory Statement, if any, shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, except Saturdays, Sundays and Public Holidays, up to and including the date of the Extra-ordinary General Meeting of the Company.

7. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

By order of the Board

Sd/-  
**Kuldeep Kaw**  
**Director**  
**DIN: 07882201**

Place: New Delhi

Date: 01<sup>st</sup> February, 2020

## EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice dated 01<sup>st</sup> February, 2020.

### Item Nos. 1

At the Meeting of the Board of Directors of the Company ("Board") held on February 01, 2020, the Board of Directors had, pursuant to the provisions of Sections 42, 55 and 62 of the Companies Act, 2013 ("Act") and the Rules framed there under, decided to obtain approval of members of the Company by way of special resolution for issue and offer not exceeding 10,28,850 Redeemable Preference Shares ("RPS") of Rs. 100/- each for an aggregate amount not exceeding Rs. 10.29 crore, for cash at par, on such terms and conditions as may be determined by the Board.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are

holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

The approval of the Members is accordingly being sought by way of Special Resolutions under Sections 42, 55 and 62 of the Act read with the Rules framed there under, for the issue and offer of RPS by way of Offer (Rs. 10.29 crore) and to allot the RPS, on a private placement basis, on the terms and conditions set out hereunder.

Given below are the terms of issue of the RPS and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer:

- i) The RPS shall be non-participating and non-convertible.
- ii) The objective of each of the issues is to:
  - a) make fresh investments and / or grant loans and / or intercorporate deposits by the Company as approved by the Board; and / or
  - b) any capital expenditure as may be approved by the Board; and / or
  - c) any other activity that may be permitted to be carried out by Company.
- iii) The RPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- iv) Other terms over and above those mentioned in the Resolution:

Issue size	upto 10,28,850 (Ten Lakh Twenty Eight Thousand Eight Hundred Fifty only) – Redeemable Preference Shares ('RPS' of Rs. 100/- (Rupees One Hundred only) each, aggregating upto Rs. 10,28,85,000 (Rupees Ten Crores Twenty Eight Lakh Eighty Five Thousand only), in one or more tranche(s)
Issue Price	The RPS will be issued at par i.e. Rs.100/- per share.
Basis on which price has been arrived	Not Applicable since the issue is at par.
Offer Period	To be determined by the Board.
Rate of Dividend	To be determined by the Board.
Listing	The RPS will not be listed.
Manner and Mode of Redemption	Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.
Terms of Redemption	Not exceeding 10 years with or without a put / call option, as may be determined by the Board
Expected Dilution in Equity Capital upon conversion of Preference Shares	Nil, since the RPS are non-convertible.
Credit Rating	To be rated by ICRA/CARE/CRISIL or any other rating agency

v) The shareholding pattern of the Company as on January 31, 2020 is, as under:

**EQUITY SHARES (Face Value Rs. 5)**

S. No.	Name of the Member	No. of shares	Amount	Percentage (%)
1.	Promoters & Promoters Group	31535140	157675700	73.95
2.	Public shareholding	11110560	55552800	26.05
	<b>Total</b>	<b>42645700</b>	<b>213228500</b>	<b>100.00</b>

**PREFERENCE SHARES (Face Value Rs. 100)**

S. No.	Name of the Member	No. of shares	Amount	Percentage (%)
1.	Smt. Prabha Devi Kanoria	21000	2100000	73.95
2.	Indra Builcon Pvt. Ltd.	50150	5015000	26.05
	<b>Total</b>	<b>71150</b>	<b>7115000</b>	<b>100.00</b>

(vi) The issue of RPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

The Board commends the Resolutions at Item Nos. 1 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolutions. The Directors or Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or

interested in the Resolution to the extent of the RPS that may be subscribed to by them or by the companies / firms in which they are interested.

By order of the Board

Place: New Delhi  
Date: 01<sup>st</sup> February, 2020

Sd/-  
**Kuldeep Kaw**  
**Director**  
**DIN: 07882201**



# A INFRASTRUCTURE LIMITED

(Formerly Shree Pipes Limited)

CIN : L25191RJ1980PLC002077

Registered Office : P.O. Hamirgarh. Distt. BHILWARA - 311 025 (Raj.)

## Form No. MGT - 11 PROXY FORM

Name of the member (S) : .....
Registered Address : .....
E-mail ID : .....
Folio No./ Client ID : ..... DP ID : .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint.

Name .....
Address : ..... E-mail ID : .....
Signature ....., or failing him .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 14th March, 2020 at 3:00 p.m. at Hamirgarh. Distt. BHILWARA - 311 025 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below:

### Resolution No.

1. Issue and Offer of Redeemable Preference Shares on a Private Placement basis:

Signed this ..... day of ..... 20.....

Signature of Shareholder



Signature of Proxy Holder(s)

**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# A INFRASTRUCTURE LIMITED

(Formerly Shree Pipes Limited)

CIN : L25191RJ1980PLC002077

Registered Office : P.O. Hamirgarh. Distt. BHILWARA - 311 025 (Raj.)

## ATTENDANCE SLIP

**EXTRA-ORDINARY GENERAL MEETING - SATURDAY, THE 14<sup>TH</sup> DAY OF MARCH, 2020**

(To be handed over at the entrance of the meeting hall to be filled in block letters)

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	
Name of Proxy	

I hereby record my presence at the Extraordinary General Meeting of the Company held at Hamirgarh 311 025, Distt. Bhilwara (Raj.) on Saturday, 14th March, 2020 at 3:00 p.m.

.....  
Member/Proxy Name in Block Letters

.....  
Member/Proxy Signature  
(To be signed at the time of handing over this slip)

---

## ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
112794		



# ROUTE MAP TO THE EGM VENUE

Venue: Hamirgarh, Distt. Bhilwara, Rajasthan – 311025

