

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan- 311025

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Scrutinizer's Report

To,
The Chairman,
M/s A INFRASTRUCTURE LIMITED
Hamirgarh, Dist. - Bhilwara Rajasthan - 311025

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for Extra-Ordinary General Meeting of Equity Shareholders held on Friday, 26th November, 2021

Pursuant to the resolution passed by the Board of directors of **A INFRASTRUCTURE LIMITED** (hereinafter referred to as "company") on 23rd October, 2021, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the Extra-Ordinary General Meeting (hereinafter referred to as "EGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the EGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, BEETAL Financial & Computer Services Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsd.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the EGM notice dated 23rd October, 2021. The members of the company as on the cut-off date i.e. 19th November, 2021 were entitled to vote on the resolutions contained in the notice to the EGM of the members of the company.

	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Special 1. Resolution: Revision of remuneration of Shri Sanjay Kumar Kanoria (DIN: 00067203) Managing Director of the	"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including rules, notifications, any statutory modification or re-enactment thereof from time to time) and such other approvals as may be required and

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan- 311025

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Company to Rs.
250.00 Lakh per
annum with effect
from 01st November,
2021

subject to the provisions of the Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the revision in the remuneration of Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company with effect from 01st November, 2021 for the remaining period of his present term of appointment upto 07th August, 2024, on following terms and conditions:

Particular	Amount/annum
Basic Salary	112.50 Lakh
House Rent Allowance	45.00 Lakh
Special Allowance	70.00 Lakh
Bonus	22.50 Lakh
Total	250.00 Lakh

“FURTHER RESOLVED THAT in case the company has no profits or its profits are inadequate in any financial year during the currency of tenure of Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company, the Company will pay minimum remuneration by way of salary, perquisites to Shri Sanjay Kumar Kanoria, subject to the applicable provisions of Schedule V to the Companies Act, 2013.”

“FURTHER RESOLVED THAT Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director shall be entitled to be paid/ reimbursed by the company all costs charges and expenses as may be incurred by his on behalf of the Company.”

RESOLVED FURTHER that any one of the Director or Company Secretary of the Company be and is hereby authorized to sign & file necessary forms to ROC and to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

Further to the above, I submit my report as under: -

1) As confirmed by management, the EGM notice dated 23rd October, 2021 under section 101 of the Companies Act, 2013 was dispatched to 1032 (One Thousand and Thirty Two) shareholders (cutoff date for sending EGM notice is October 29, 2021) by electronic means via e-mail respectively on or before 02nd November, 2021.

2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 03rd November, 2021 in “The Financial Express.” English newspaper and “Dainik Bhaskar”, vernacular newspaper, informing about the completion of the dispatch of the EGM notices, by electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open Tuesday, 23rd November, 2021 at 09:00 A.M. and ends on Thursday, 25th November, 2021 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 19th November, 2021 were entitled to vote on the resolutions.

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan- 311025

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

5) The empty polling box was locked and sealed in the presence of members. After the conclusion of voting at EGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the company.

6) The total number of fully paid up shares of the company outstanding as on 19th November, 2021 were 42645700. As on cut-off date, out of 2567 shareholders, 15 (Fifteen) shareholder has exercised their votes through remote e- voting and 12 (Twelve) shareholders has exercised their vote through poll at the EGM. 18 shareholders were present at the meeting held on 26th November, 2021. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: Revision of remuneration of Shri Sanjay Kumar Kanoria (DIN: 00067203) Managing Director of the Company to Rs. 250.00 Lakh per annum with effect from 01st November, 2021

Total No. of shareholders	2567		
Total No. of shares	42645700		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	15	37106421
Total votes cast through polling at EGM	B	18	940
Grand Total of remote e-voting /polling at EGM (A+B)	C	33	37107361
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	3	118
Net remote e-voting/polling at EGM(c-d)	E	30	37107243

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	31535140	30550740	96.8784	30550740	0	100.00	0.00
	POLL	31535140	0	0	0	0	0	0.00
	TOTAL	31535140	30550740	96.8784	30550740	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	11110560	6555681	59.0040	6555681	0	100.00	0.00
	POLL	11110560	822	0.0074	822	0	100.00	0.00
	TOTAL	11110560	6556503	59.0115	6556503	0	100.00	0.00
TOTAL		42645700	37107243	87.0129	37107243	0	100.00	0.00

ANIL SOMANI & ASSOCIATES

Company Secretaries

D-94, 1st Floor, Indra Market, Bhilwara, Rajasthan- 311025

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

RESULT: -

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution as set out in the notice of EGM dated 23rd October, 2021 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

I further report that as per the notice dated 23rd October, 2021 the chairman may declare and confirm the above result. The result of EGM together with the Scrutinizer's Report would be displayed on the company's website www.ainfrastructure.com and on the website of NSDL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at EGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at EGM.

Yours Faithfully,

ANIL KUMAR SOMANI

Digitally signed by ANIL KUMAR SOMANI
Date: 2021.11.27 11:54:35
+05'30'

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

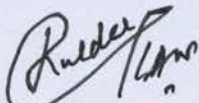
COP: 13379

UDIN number A036055C001566641

Date: 27.11.2021

Place: Bhilwara

Countersigned by



Kuldeep Kaw

Director

A Infrastructure Limited