

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 Wednesday, 16th March, 2022

Pursuant to the resolution passed by the Board of directors of **A INFRASTRUCTURE LIMITED** (hereinafter referred to as "company") on 14th February, 2022, 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.nsdl.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 14th February, 2022. The members of the company as on the cut-off date i.e. 09th March, 2022 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 Resolution: Issue and Offer of 7,48,850 Redeemable	"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

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<p>Preference Shares ("RPS") of Rs.100/- each on a Private Placement basis</p>	<p>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 members 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 7,48,850 Redeemable Preference Shares ("RPS") of Rs.100/- each for an aggregate amount not exceeding Rs. 7,48,85,000 (Rupees Seven Crores Forty Eight Lakh Eighty Five Thousand only), 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."</p> <p>"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:</p> <ul style="list-style-type: none"> (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." <p>"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."</p>
<p>2) Special Resolution: Alteration of Articles of</p>	<p>"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate</p>

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Association of the Company

authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

The existing Article No 107 (ii) are replaced with the new Articles as under

Article No.	Existing provision	Proposed provision
107 (ii)	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least one directors and of the secretary or such other person as the Board may appoint for the purpose; and those one director and the secretary or any other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or incidental 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 14th February, 2022 under section 101 of the Companies Act, 2013 was dispatched to 1385 (One Thousand Three Hundred and Eighty Five) shareholders (cutoff date for sending EGM notice is February 18, 2022) by electronic means via e-mail respectively on or before 21st February, 2022.

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 22nd February, 2022 in "The Financial Express." English newspaper and "Rajasthan Patrika", 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 Sunday, 13th March, 2022 at 09:00 A.M. and ends on Tuesday, 15th March, 2022 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 09th March, 2022 were entitled to vote on the resolutions.

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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 09th March, 2022 were 42645700. As on cut-off date, out of 2923 shareholders, 20 (Twenty) shareholder has exercised their votes through remote e- voting and 14 (Fourteen) shareholders has exercised their vote through poll at the EGM. 21 shareholders were present at the meeting held on 16th March, 2022. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: Issue and Offer of 7,48,850 Redeemable Preference Shares ("RPS") of Rs.100/- each on a Private Placement basis

Total No. of shareholders	2923		
Total No. of shares	42645700		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	20	37106878
Total votes cast through polling at EGM	B	14	831
Grand Total of remote e-voting /polling at EGM (A+B)	C	34	37107709
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	2	100
Net remote e-voting/polling at EGM(c-d)	E	32	37107609

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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		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	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	11110560	6556138	59.0082	6556138	0	100.00	0.00
	POLL		731	0.0066	731	0	100.00	0.00
	TOTAL	11110560	6556869	59.0147	6556869	0	100.00	0.00
TOTAL		42645700	37107609	87.0137	37107609	0	100.00	0.00

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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 14th February, 2022 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

Resolution 2: Alteration of Articles of Association of the Company

Total No. of shareholders	2923		
Total No. of shares	42645700		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	20	37106878
Total votes cast through polling at EGM	B	14	831
Grand Total of remote e-voting /polling at EGM (A+B)	C	34	37107709
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	2	100
Net remote e-voting/polling at EGM(c-d)	E	32	37107609

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
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		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	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	11110560	6556138	59.0082	6556138	0	100.00	0.00
	POLL		731	0.0066	731	0	100.00	0.00
	TOTAL	11110560	6556869	59.0147	6556869	0	100.00	0.00
TOTAL		42645700	37107609	87.0137	37107609	0	100.00	0.00

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 14th February, 2022 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

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I further report that as per the notice dated 14th February, 2022 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: 2022.03.17 10:09:17 +05'30'

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

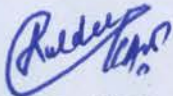
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UDIN number A036055C002960680

Date: 17.03.2022

Place: Bhilwara

Countersigned by



Kuldeep Kaw

Director

A Infrastructure Limited