

# ANIL SOMANI & ASSOCIATES

Company Secretaries

B-5, Ganpati Complex, Pur Road, Bhilwara, Rajasthan- 311025

Email Id: [corporatesolutions14@gmail.com](mailto: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 Tuesday, 28<sup>th</sup> June, 2022**

Pursuant to the resolution passed by the Board of directors of **A INFRASTRUCTURE LIMITED** (hereinafter referred to as "company") on 30<sup>th</sup> May, 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 30<sup>th</sup> May, 2022. The members of the company as on the cut-off date i.e. 21<sup>st</sup> June, 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) Ordinary Resolution: Increase Authorized Capital in Share and	"RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of

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<p><b>consequent alteration of the Memorandum of Association of the Company</b></p>	<p>Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹36,00,00,000 (Rupees Thirty Six Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each to ₹ 61,00,00,000 /- (Rupees Sixty-One Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each, by creation of additional 5,00,00,000 (Five Crore) equity shares of ₹5/- (Rupees Five only) each ranking pari passu with the existing equity share of the Company and consequent to above said increase in the authorized equity share capital, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:</p> <p><i>“v. The Authorized Share Capital of the Company is Rs. 61,00,00,000 /- (Rupees Sixty-One Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of Rs. 100 (Rupees Hundred only) each.”</i></p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors of the Company and Mr. Lokesh Mundra, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”</p>
<p><b>2) Ordinary Resolution:</b></p> <p><b>Issue of Bonus Equity Shares in the proportion of 1 (One) fully paid up equity share for every 1 (One) existing fully paid up equity share held by the Members</b></p>	<p><b>“RESOLVED THAT</b> pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Share Capital &amp; Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, (including any statutory modification(s) or re-enactment thereof from the time being in force, the enabling provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), along with consents, permissions and sanctions, if any, as may be required from Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC) and/or any other appropriate statutory regulatory authorities, government authorities or departments, institutions or bodies as may be required in this regard, approval of the shareholders be and is hereby accorded to the Board for capitalization of such sum out of free reserves</p>

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and/or such other account as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 5/- (Rupees Five only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ("Record Date") as may be fixed in this regard by the Board/ Committee thereof, in the proportion of 1 (One) fully paid up equity share for every 1 (One) existing fully paid up equity share held by the Members and that the Bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Share Capital of the Company held by each such member.;

**RESOLVED FURTHER THAT** the equity shares of ₹ 5/- (Rupees Five only) each to be issued and allotted as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted;

**RESOLVED FURTHER THAT** in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), Foreign Institutional Investor (FIIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors of the Company and Mr. Lokesh Mundra, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approval from the Stock Exchange, and to settle any question, difficulty or doubt that may arise in regard thereto."

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

1) As confirmed by management, the EGM notice dated 30<sup>th</sup> May, 2022 under section 101 of the Companies Act, 2013 was dispatched to 1403 (One Thousand Four Hundred and Three) shareholders (cutoff date for sending EGM notice is May 27, 2022) by electronic means via e-mail respectively on or before 03<sup>rd</sup> June, 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 04<sup>th</sup> June, 2022 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 Saturday, 25<sup>th</sup> June, 2022 at 09:00 A.M. and ends on Monday, 27<sup>th</sup> June, 2022 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 21<sup>st</sup> June, 2022 were entitled to vote on the resolutions.

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 21<sup>st</sup> June, 2022 were 42645700. As on cut-off date, out of 3035 shareholders, 25 (Twenty Five) shareholder has exercised their votes through remote e- voting and 14 (Fourteen) shareholders has exercised their vote through poll at the EGM. Total 22 shareholders were present at the meeting held on 28<sup>th</sup> June, 2022. The results (consolidated) for the item placed for consideration by the members is given below.

### **Resolution 1: Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company**

Total No. of shareholders	3035		
Total No. of shares	42645700		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	25	37102391
Total votes cast through polling at EGM	B	14	487
Grand Total of remote e-voting /polling at EGM (A+B)	C	<b>39</b>	<b>37102878</b>
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	3	15
Net remote e-voting/polling at EGM(c-d)	E	<b>36</b>	<b>37102863</b>

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## SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary 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	30544740	96.8594	30544740	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	31535140	30544740	96.8594	30544740	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	6557651	59.0218	6557651	0	100.00	0.00
	POLL		472	0.0042	472	0	100.00	0.00
	TOTAL	11110560	6558123	59.0260	6558123	0	100.00	0.00
<b>TOTAL</b>		<b>42645700</b>	<b>37102863</b>	<b>87.0026</b>	<b>37102863</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

## RESULT: -

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution as set out in the notice of EGM dated 30<sup>th</sup> May, 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: Issue of Bonus Equity Shares in the proportion of 1 (One) fully paid up equity share for every 1 (One) existing fully paid up equity share held by the Members**

Total No. of shareholders	3035		
Total No. of shares	42645700		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	25	37102391
Total votes cast through polling at EGM	B	14	487
Grand Total of remote e-voting /polling at EGM (A+B)	C	<b>39</b>	<b>37102878</b>
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	3	15
Net remote e-voting/polling at EGM(c-d)	E	<b>36</b>	<b>37102863</b>

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### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary 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	30544740	96.8594	30544740	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL		30544740	96.8594	30544740	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	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	11110560	6557651	59.0218	6557651	0	100.00	0.00
	POLL		472	0.0042	472	0	100.00	0.00
	TOTAL		6558123	59.0260	6558123	0	100.00	0.00
<b>TOTAL</b>		<b>42645700</b>	<b>37102863</b>	<b>87.0026</b>	<b>37102863</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution as set out in the notice of EGM dated 30<sup>th</sup> May, 2022 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 30<sup>th</sup> May, 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](http://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.

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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: 2022.06.29 12:30:41  
+05'30'

**Name and Signature of the Scrutinizer**

**Anil Kumar Somani**

**Practicing Company Secretary**

**COP: 13379**

**UDIN number A036055D000541263**

**Date: 29.06.2022**

**Place: Bhilwara**

**Countersigned by**



**Kuldeep Kaw**

**Director**

**A Infrastructure Limited**