

# A Infrastructure Limited

Regd. Office & Works: Hamirgarh - 311 025, Distt. Bhilwara (Rajasthan) Phone: 01482-286102, FAX: 01482-286104  
Website: www.aainfrastructure.com, Email: cs@kanoria.org, CIN: L25191RJ1980PLC002077

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## NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of A Infrastructure Limited will be held on Friday, April 07, 2023 at 11:30 a.m. at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001, to transact the following business: -

### **1. Change of Name of the Company from 'A Infrastructure Limited' to 'Kanoria Energy & Infrastructure Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company**

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 Section 4, 5, 13 and 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or re-enactment(s), thereof for the time being in force), regulations 45 of the SEBI (Listing Obligations and Disclosure Requirements) and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to no objection in the availability of the proposed name, as approved by the Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of the Central Government and / or any other authority as may be necessary, the consent of the members of the company be and is hereby accorded for change of name of the Company from **“A Infrastructure Limited”** to **“Kanoria Energy & Infrastructure Limited”**.

**RESOLVED THAT** 1<sup>st</sup> Clause of the Memorandum of Association of the Company, relating to the Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new 1<sup>st</sup> clause:

#### **“I. The Name of the Company is Kanoria Energy & Infrastructure Limited”.**

**“RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies, Jaipur, consequent upon change of name, the old name **“A Infrastructure Limited”** wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name **“Kanoria Energy & Infrastructure Limited”**.

**“RESOLVED FURTHER THAT** any director and Mr. Lokesh Mundra, Company Secretary of the company as delegated by the Board, be and are hereby severally authorized on behalf of the Board for making application for change of name, filing of necessary forms with the Ministry of Corporate Affairs, Registrar of Companies, Stock Exchanges, make the necessary application to the Central Government for the approval of the aforesaid name and to do all such acts, deeds, things and matters on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary,

proper, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval of the shareholders of the Company in General Meeting.”

**“RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.”

## **2. To Change designation of Shri Pradeep Sahani (DIN: 07554457) from Independent Director to Non-Executive Non Independent Director**

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their meetings held on 13<sup>th</sup> February, 2023 and pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby accorded for Change in designation of Shri Pradeep Sahani (DIN: 07554457) from Independent Director to Non-Executive Non Independent Director of the Company for the remaining term.

**“FURTHER RESOLVED THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

## **3. 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 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 5,48,850 Redeemable Preference Shares (“RPS”) of Rs.100/- each for an aggregate amount not exceeding Rs. 5,48,85,000 (Rupees Five 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.”

**“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 of Directors of the company 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.”

Place: New Delhi

Date: 10<sup>th</sup> March, 2023

By order of the Board

Sd/-

**Lokesh Mundra**  
**Company Secretary**

## 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. 1-3 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 (Forty Eight) 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 March 10, 2023 (“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. 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 31, 2023, 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 31, 2023, 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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, 04<sup>th</sup> April, 2023 at 09:00 A.M. and ends on Thursday, 06<sup>th</sup> April, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31<sup>st</sup> March, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31<sup>st</sup> March, 2023.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you

will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginor> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to

	<p>register is available at  <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open

the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [Abhishek Mishra at evoting@nsdl.co.in](mailto:Abhishek Mishra at evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [lokesh.m@kanoria.org](mailto:lokesh.m@kanoria.org).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [lokesh.m@kanoria.org](mailto:lokesh.m@kanoria.org). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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 at least 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

Place: New Delhi

Date: 10<sup>th</sup> March, 2023

Sd/-

**Lokesh Mundra**  
**Company Secretary**

## **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 to 03 of the accompanying Notice dated 10<sup>th</sup> March, 2023.

### **Item No. 1**

#### **TO CHANGE NAME OF THE COMPANY FROM A INFRASTRUCTURE LIMITED TO KANORIA ENERGY & INFRASTRUCTURE LIMITED AND CONSEQUENTIAL ALTERATION IN MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Company belongs to the renowned “Kanoria” family, who have been undertaking the present business for more than last 40 Years. The Company, in the year 1993, changed its name from Shree Pipes Ltd. to A Infrastructure Ltd. But, over the years, the letter “A” appearing in its name has led to more of ambiguity in the minds of the investors and the stakeholders. Letter “A” gives a sense of uncertainty to the entire business sense of the Company. Furthermore, over the years, apart from manufacturing of Asbestos Cement Pressure Pipes/ Asbestos Cement (A.C.) Corrugated Roofing Sheets and allied products, the Company’s focus has been on Energy conservation and saving on energy costs as well. Thus, the name “A Infrastructure Limited” doesn’t reflect the true identity and vision of the Company and therefore, the Board of Directors of the Company in its meeting held on February 13, 2023 decided to change the name of the Company from “A Infrastructure Limited” to **“KANORIA ENERGY & INFRASTRUCTURE LIMITED”**.

The Board of Directors, with the intent to consolidate and to bring all the business verticals and entities under one brand name i.e., **“KANORIA”** and to depict the Company’s focus on energy conservation in its entire manufacturing set up, approved the proposal for change of name of the Company from A infrastructure Limited to “Kanoria Energy & Infrastructure Limited” subject to the approval of Central Government, the members of the Company and other relevant statutory and regulatory authorities.

The Board was of the view that the new name being proposed as a part of corporate rebranding exercise would not just make the name of the Company simpler, more relatable and focused but also would collectively reflect the true identity and vision of the Company, thus being in the best interest of the Company’s operations and all stakeholders.

The name **“Kanoria Energy & Infrastructure Limited”** has been duly approved and made available for changing the name by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs vide its name approval letter dated 28.02.2023 which is valid for 60 days. The proposed change of name does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company or any rights of the shareholders of the Company.

Accordingly, the consent of the Members by way of Special Resolution is being sought for change of name of the company from A Infrastructure Limited to Kanoria Energy & Infrastructure Limited and consequential changes to the Memorandum and Articles of Association of the Company.

Also, in accordance with the Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from our statutory auditors, K. N. Gutgutia & Co. confirming the compliance by the Company with the conditions mentioned under sub-regulation 1 of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed herewith the notice of the meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives in any way deemed to be concerned or interested in this special resolution as set out in the notice.

The Board of Directors, therefore recommends the resolution as set out in Item no. 01 of the Notice for approval of the shareholders of the Company by way of a Special Resolution.

**Item: 2**

**TO CHANGE DESIGNATION OF SHRI PRADEEP SAHANI (DIN: 07554457) FROM INDEPENDENT DIRECTOR TO NON-EXECUTIVE NON INDEPENDENT DIRECTOR**

Shri Pradeep Sahani (DIN: 07554457) was appointed as Independent Director by the shareholders of the Company on 27<sup>th</sup> September, 2019.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in the meeting held on 13<sup>th</sup> February, 2023 approved changed of designation of Shri Pradeep Sahani (DIN: 07554457) from Independent Director to Non-Executive Non Independent Director subject to the approval of shareholders.

The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013.

Shri Pradeep Sahani (DIN: 07554457) is concerned or interested in the Resolutions of the accompanying Notice relating to his own appointment

except the above, None of Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested in the above resolution.

The Board recommends the Resolution set out at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as ordinary resolution.

**Item No. 3**

**ISSUE AND OFFER OF REDEEMABLE PREFERENCE SHARES ON A PRIVATE PLACEMENT BASIS**

At the Meeting of the Board of Directors of the Company ("Board") held on March 10, 2023, 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 5,48,850 Redeemable Preference Shares ("RPS") of Rs. 100/- each for an aggregate amount not exceeding Rs. 5,48,85,000 (Rupees Five Crores Forty Eight Lakh and Eighty Five Thousand only), 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. 5,48,85,000) 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 permitted and / or as specifically 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 5,48,850 (Five Lakh Forty Eight Thousand Eight Hundred Fifty) – Redeemable Preference Shares (‘RPS’ of Rs. 100/- (Rupees One Hundred only) each, aggregating upto Rs. 5,48,85,000 (Rupees Five Crores Forty Eight Lakh and 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, if required.

(v) The shareholding pattern of the Company as on February 28, 2023 is, as under:

<b>EQUITY SHARES (Face Value Rs. 5)</b>				
<b>S. No.</b>	<b>Name of the Member</b>	<b>No. of shares</b>	<b>Amount</b>	<b>Percentage (%)</b>
1.	Promoters & Promoters Group	63070280	315351400	73.95
2.	Public shareholding	22221120	111105600	26.05
	<b>Total</b>	<b>85291400</b>	<b>426457000</b>	<b>100.00</b>

<b>PREFERENCE SHARES (Face Value Rs. 100)</b>				
<b>S. No.</b>	<b>Name of the Member</b>	<b>No. of shares</b>	<b>Amount</b>	<b>Percentage (%)</b>
1.	Smt. Prabha Devi Kanoria	21000	21,00,000	3.81
2.	Indra Builcon Pvt. Ltd.	50150	50,15,000	9.10
3.	Ms. Saraswati Kanoria	1,00,000	1,00,00,000	18.14
4.	Dhoop Chawn Construction & Finance Pvt. Ltd.	46,000	46,00,000	8.35
5.	Samman Construction and Finance Pvt. Ltd.	45,000	45,00,000	8.16
6.	Santur Construction and Finance Pvt. Ltd.	43,000	43,00,000	7.80
7.	Tarouni Construction and Finance Pvt. Ltd.	46,000	46,00,000	8.35
8.	Shri Anish Kanoria	2,00,000	2,00,00,000	36.29
	<b>Total</b>	<b>5,51,150</b>	<b>5,51,15,000</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 recommends the Resolution set out at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company as a special resolution.

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.

Place: New Delhi

Date: 10<sup>th</sup> March, 2023

By order of the Board

Sd/-

**Lokesh Mundra**  
**Company Secretary**

**Certificate of compliance in terms of Regulations 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for change of name of A Infrastructure Limited**

**TO WHOMSOEVER IT MAY CONCERN**

We, K. N. Gutgutia & Co., Chartered Accountants have verified the relevant records and documents of M/s. A Infrastructure Limited ("the Company") for the purpose of ascertaining its compliance with regulation 45 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") with respect to its change of name from "A Infrastructure Limited" to "Kanoria Energy & Infrastructure Limited".

In accordance with the information and explanations given to us and based on our examination of the records and documents of the company, we hereby confirm and certify that the company is in compliance with the following conditions as specified in Regulation 45(1) of the Listing Regulation: -

a) **time period of at least one year has elapsed from the last name change** – Not Applicable. The Company has not changed its name, ever since 1993;

b) **at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name** - There is no change in activity of the Company. The change of name is part of corporate re-branding of the Company and consolidation of businesses under the name “Kanoria” and not due to any new activity. Therefore, the said condition relating to fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name is not applicable;

c) **the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity** – The Company proposes to change its name as part of corporate re-branding consolidation of businesses under the name “Kanoria” and not due to any new activity. Therefore, the said condition relating to the amount invested in the new activity/project being at least fifty percent of the assets of the listed entity is not applicable.

Thanking You

**Kolkata**  
**March 10, 2023**

**For K. N. Gutgutia & Co.**  
**Chartered Accountants**  
**Firm Registration Number 304153E**

**K.C. Sharma**  
**Partner**  
**Membership No. 50819**

**UDIN: 23050819BGUSIA7672**

**PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

<b>Name</b>	Pradeep Sahani
<b>DIN</b>	07554457
<b>No. of Board Meeting attended during financial year 2021-22</b>	01
<b>AGE</b>	60 Years
<b>Date of Appointment/Reappointment</b>	07/08/2019
<b>Qualification</b>	Bachelor of Commerce (Hons) and Masters of Management Studies
<b>Expertise in specific functional areas</b>	He has vast experience in the finance, Management and Marketing field.
<b>Directorship held in other public companies (excluding foreign companies)</b>	-

**A INFRASTRUCTURE 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 of the member (S) : .....
Address : ..... 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 Friday, 07<sup>th</sup> April, 2023 at 11.30 a.m. at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. Change of Name of the Company from 'A Infrastructure Limited' to 'Kanoria Energy & Infrastructure Limited' and consequential amendment to the Memorandum of Association and Articles of Association of the Company.
2. To Change designation of Shri Pradeep Sahani (DIN: 07554457) from Independent Director to Non-Executive Non Independent Director
3. Issue and Offer of Redeemable Preference Shares on a Private Placement basis

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

Signature of Shareholder

Affix Re.1 revenue stamp
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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**

CIN : L25191RJ1980PLC002077

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

**ATTENDANCE SLIP**

**EXTRA-ORDINARY GENERAL MEETING - FRIDAY, THE 07<sup>th</sup> DAY OF APRIL, 2023**

(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 Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001 on Friday, 07<sup>th</sup> April, 2023 at 11.30 a.m.

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

.....  
Member /Proxy Signature

(To be signed at the time of handing over this slip)

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**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD

## ROUTE MAP TO THE EGM VENUE

**Venue: Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001**

