

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-4, Ganpati Complex, Pur Road, Bhilwara, Rajasthan - 311001

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

Scrutinizer's Report

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

40th Annual General Meeting ("AGM") of the Shareholders of A Infrastructure Limited held on Tuesday, 29th September, 2020 at 10.30 A.M. through Video Conferencing {"VC"} / Other Audio-Visual Means {"OAVM"}.

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and E-voting conducted at the AGM

The Board of Directors of A Infrastructure Limited (hereinafter referred to as "the Company") at its Meeting held on Friday, August 21, 2020 has appointed me as the scrutinizer for the remote voting process as well as to scrutinize the e-voting conducted at the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements).

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the 40th AGM of the Equity Shareholders dated August 21, 2020. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinize/s Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the reports generated from the e-voting system provided by National Securities Depository Limited (herein after referred as "NSDL"), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (herein after referred as "NSDL/ "Service Provider") as the service provider, for the purpose of extending the facility of remote e-voting and e-voting at the AGM to the shareholders of the Company. BEETAL Financial & Computer Services Pvt. Ltd. is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded the items of the business to be transacted at the AGM on the website of the Company and also of the Service Provider to facilitate their Shareholders to cast their vote through Remote E Voting and e-voting at the AGM.



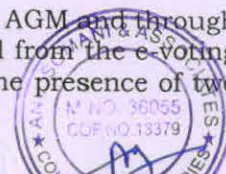
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- Pursuant to General Circulars No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), advertisement was published in Financial Express (English newspaper) and in Rajasthan Patrika (vernacular language newspaper) on September 06, 2020 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchanges, manner of registration of email IDs by the members (both physical and demat) who are yet to register their email IDs with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, August 28, 2020 and as on that date, there were 2098 Shareholders of the Company.
- The Company informed that in compliance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and on the basis of the Register of Members and the list of Beneficial Owners made available by the RTA of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the NSDL completed dispatch of Notice of AGM on September 04, 2020 by E-mail to 530 Members who had already registered their email IDs with the Company / RTA / Depositories.
- The notices sent contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
- As prescribed in clause (v) of sub rule 4 of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in Financial Express (English newspaper) and in Rajasthan Patrika (vernacular language newspaper) on September 06, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule a (v) (a) to (h) of the said Rule 20.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Tuesday, September 22, 2020.
- The remote e-voting period remained open from Saturday, September 26, 2020 at 9:00 A.M. and ended on Monday, September 28, 2020 at 05:00 P.M.
- At the end of the voting period on Monday, September 28, 2020 at 05:00 P.M. the voting portal of the Service Provider was blocked forthwith. The limited information for the Shareholders who have cast their votes, such as name, folio number of shares held was obtained from the Service Provider.
- The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier,
- After declaration of voting at AGM by the Chairman, the shareholders present through VC voted using e-voting facility provided by NSDL / Service Provider. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of NSDL / Service Provider (<https://www.evoting.nsdl.com/>) in the presence of two



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witnesses, who are not in the employment of the Company as prescribed in Sub Rule 4 (xii) of the said Rule 20. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

- Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

Resolution 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020

Total No. of shareholders	2110		
Total No. of shares	42645700		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote e-voting	A	8	31535140
Total votes cast through e-voting at AGM	B	13	1804
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	21	31536944
Less: Invalid remote e-voting/ e-voting at AGM	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	21	31536944

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?		No					
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & Promoter Group	31535140	31535140	100.00	31535140	0	100.00	0.00
Public - Institutions	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	11110560	1804	0.0162	1804	0	100.00	0.00
TOTAL	42645700	31536944	73.9511	31536944	0	100.00	0.00

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 AGM dated 21st August, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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Resolution 2: To declare Final Dividend @ 2% (Face value of Rs. 5/-) on equity shares for the Financial Year ended 31st March, 2020.

Total No. of shareholders	2110		
Total No. of shares	42645700		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	8	31535140
Total votes cast through e-voting at AGM	B	13	1804
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	21	31536944
Less: Invalid remote e-voting/ e-voting at AGM	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	21	31536944

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?		YES					
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter & Promoter Group	31535140	31535140	100.00	31535140	0	100.00	0.00
Public - Institutions	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	11110560	1804	0.0162	1804	0	100.00	0.00
TOTAL	42645700	31536944	73.9511	31536944	0	100.00	0.00

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 AGM dated 21st August, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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Resolution 3: To appoint Smt Priyadarshini Kanoria (DIN: 00114513) as a Director of the Company

Total No. of shareholders	2110		
Total No. of shares	42645700		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	8	31535140
Total votes cast through e-voting at AGM	B	13	1804
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	21	31536944
Less: Invalid remote e-voting/ e-voting at AGM**	D	1	984400
Net remote e-voting/polling at AGM(c-d)	E	20	30552444

** Vote casted by Smt. Priyadarshini Kanoria has not considered for above resolution as she is interested.

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)	Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?	YES						
Category	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	31535140	30550740	96.8784	30550740	0	100.00	0.00
Public - Institutions	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	11110560	1804	0.0162	1804	0	100.00	0.00
TOTAL	42645700	30552544	71.6427	30552544	0	100.00	0.00

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 AGM dated 21st August, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.



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Resolution 4: Ratification of Remuneration to the Cost Auditors for the F. Y. 2020-21

Total No. of shareholders	2110		
Total No. of shares	42645700		
		Number of shareholders/ Folio	Number of shares/votes
Total votes cast through remote e-voting	A	8	31535140
Total votes cast through e-voting at AGM	B	13	1804
Grand Total of remote e-voting / e-voting at AGM (A+B)	C	21	31536944
Less: Invalid remote e-voting/ e-voting at AGM	D	-	-
*Net remote e-voting/polling at AGM(c-d)	E	21	31536944

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?		No					
Category	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter & Promoter Group	31535140	31535140	100.00	31535140	0	100.00	0.00
Public - Institutions	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	11110560	1804	0.0162	1804	0	100.00	0.00
TOTAL	42645700	31536944	73.9511	31536944	0	100.00	0.00

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 AGM dated 21st August, 2020 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

I further report that as per the notice dated 21st August, 2020 the chairman may declare and confirm the above result. The result of AGM 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.



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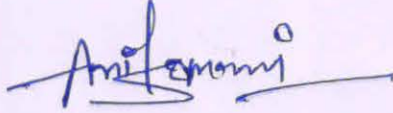
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The electronic data and all other relevant records relating to the e-voting are in my safe custody and will be handed over to the Company Secretary for preserving safely.

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 AGM.

Yours Faithfully,



Name and Signature of the Scrutinizer
Anil Kumar Somani
Practicing Company Secretary
COP: 13379
UDIN number A036055B000819783



Date: 30.09.2020
Place: Bhilwara