

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 35th Annual General Meeting of the Shareholders of M/s A INFRASTRUCTURE LIMITED (Formerly known as "Shree Pipes Limited") will be held on Wednesday, 30th September, 2015 at 3.00 p.m. at its Registered Office at Hamirgarh -311025, Distt. Bhilwara (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and Statement of Profit & Loss for the financial year ended on that date together with the Director's Report and Auditor's Report thereon.
2. To declare Final Dividend on equity shares for the Financial Year ended 31st March, 2015.
3. To appoint a Director in place of Smt. Priyadarshini Kanoria (DIN: 00114513) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers herself for re-appointment.
4. To ratify the appointment of statutory Auditor and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the appointment of the statutory auditor of the company M/s Agiwal and Associates, (Firm Registration Number 000181N), Chartered Accountants, as approved by Members at the 34th Annual General Meeting of the Company be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification (s), following resolution as a Special Resolution:
"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Kumar Kanoria (DIN: 00067203), as Managing Director of the Company for a period of five years commencing from 01.10.2015 on the remuneration and other terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.
"FURTHER RESOLVED THAT in case the company has no profits or its profits are inadequate in any financial year during the currency of tenure of Shri Sanjay Kumar Kanoria, Managing Director of the Company, the Company will pay minimum remuneration by way of salary, perquisites to Shri. Sanjay Kumar Kanoria, subject to the applicable provisions of Schedule V to the Companies Act, 2013."
"FURTHER RESOLVED THAT Shri Sanjay Kumar Kanoria shall be entitled to be paid/ reimbursed by the company all costs charges and expenses as may be incurred by him on behalf of the Company."
RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Sanjay Kumar Kanoria, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.
RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and is hereby authorized to sign & file necessary forms to ROC and to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."
6. Ratification of Remuneration to the Cost Auditors
To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-
"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Mahendra Singh & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the

audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

Place : New Delhi
Date : 1st September, 2015

By order of the Board
Sd/-
Lokesh Mundra
Company Secretary

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting and the profile of the Directors seeking appointment/reappointment, as required in terms of Clause 49 of the Listing Agreement entered with the Stock Exchange are annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 MEMBER.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, the 24th September, 2015 to 30th September, 2015 (both days inclusive) for payment of final dividend.
7. The Final dividend for the financial year ended 31st March, 2015, as recommended by the Board, if approved at the AGM, will be payable on and after 01st October, 2015, to those members who hold shares:
 - A. In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on Wednesday, 23rd September, 2015;
 - B. In physical mode, if their names appear in the Register of Members at the close of business hours on 23rd September, 2015. The instruments of transfer in respect of shares held in physical form of the Company should be lodged with BEETAL Financial & Computer Services Pvt Ltd. at BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062, so as to reach them on or before the close of business hours on Wednesday, 23rd September, 2015;
8. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their Depository Participants and also inform any change in bank particulars and address

to their Depository Participants in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

9. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment.

To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the BEETAL Financial & Computer Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered or members may also register their email id by sending a email on cs@kanoria.org.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial Statements, Auditor's Report, Board's Report etc. and this notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or with the company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to cs@kanoria.org mentioning your Folio/DP ID & Client ID.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
12. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:
- BEETAL Financial & Computer Services Pvt Ltd.
BEETAL HOUSE, 3rd Floor,
99, Madangir, behind LSC, New Delhi - 110062
Ph. 011-29961281-283 Fax 011-29961284
- If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
13. The Company's Register of Members and Transfer Books of the Company will remain closed from Thursday, the 24th September, 2015 to 30th September, 2015 (both days inclusive).
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
15. 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 AGM and remote e-voting process in a fair and transparent manner.
16. The Members who have 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.
17. The instructions for e-voting are as under:
- The e-voting period begins on Saturday, 26th September, 2015 at 10.00 a.m. and ends on Tuesday, 29th September, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. As password. The said PDF file contains your user ID and password/PIN For E-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on shareholder-Login.
 - (iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens, click on e-voting: Active Voting cycles.
 - (vii) Select "EVEN" of "A Infrastructure Limited which is"
 - (viii) Now you are ready for e-voting as cast vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - (xii) Institutional & Corporate 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to corporatesolutions14@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy :
- I. Initial password is provided as below in the attached letter to the Annual Report :

EVEN(E Voting event number)	USER ID	PASSWORD/PIN

- II. Please follow all steps from Sl. No.(ii) to Sl. No.(xii) above:-
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders/Members and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com or call on toll free no. : 1800-222-990
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. The e-voting period commences on 26.09.2015 at 10.00 A.M. and ends on 29.09.2015 at 5.00 P. M. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VOTING AT AGM :- The members who have not casted their votes through electronically can exercise their voting rights at the AGM.

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 atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report (including result of polling at AGM) of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Annual 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 and on the website of NSDL www.evoting.nsdl.com within two (2) days of passing of the resolution at the Annual 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 AGM.
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 Pvt. Ltd.
6. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
7. 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 Sundays and Public Holidays, up to and including the date of the Annual General Meeting of the Company.
8. 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 Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

Place : Delhi

Date : 1st September, 2015

By order of the Board

Sd/-

Lokesh Mundra

Company Secretary

ANNEXURE TO NOTICE:**Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting****(In pursuance of Clause 49 of the Listing Agreements)**

Particulars	Mrs. Priyadarshinee Kanoria
Date of Birth	01.11.1969
Nationality	Indian
1. Date of Appointment	14.08.2014
2. Qualification	Graduate
3. Experience	She has more than 20 years experience in Asbestos Cement Pipe & Sugar Industry.
4. List of the directorships held in other companies*	<ol style="list-style-type: none"> 1. Kanoria Sugar And General Manufacturing Company Limited 2. Lalit Polymers & Electronics Limited 3. Mohindra Udyog Limited 4. B. S. Traders Private Limited 5. Ganga Projects Private Limited 6. Alok Fintrade Private Limited 7. Land Mark Dealers Private Limited 8. Dhoop Chawn Construction & finance Pvt. Ltd. 9. Samman Construction and Finance Pvt. Ltd. 10. Santur Construction and Finance Pvt. Ltd. 11. Tarouni Construction and Finance Pvt. Ltd. 12. Chiraj Stock and Securities Private Limited
5. Chairman/ Member in the Committees of the Boards of companies in which he is Director* .	01
6. Number of shares held in the Company	NIL

Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 5 and 6 of the accompanying Notice.

Item No. 5 Re-Appointment of M. D.

Shri Sanjay Kumar Kanoria is B.A. (Mathematics) from Bostan University, U.S.A. He has vast experience of Managing Pressure pipes and Roof sheet and sugar manufacturing units. He is instrumental the growth of the group as Managing Director of the company, he is a part of its success story.

Shri Sanjay Kumar Kanoria was appointed as a Managing Director of the company by the members of the company on 29.09.2012 for a period of three year w.e.f. 01.10.2012 and the said period will be expired on 30.09.2015.

The brief resume of Shri Sanjay Kumar Kanoria, nature of his expertise and name of companies in which he holds the Directorship/Membership of the Board, as stipulated in Clause 49 of the Listing Agreement is annexed hereto.

Considering the qualification and experience in managing affairs of the Company, the Nomination and Remuneration Committee has recommended the re-appointment of Shri Sanjay Kumar Kanoria as Managing Director of the Company for a period of Five years w.e.f. 01st October, 2015 subject to the approval of the shareholders in the next Annual General Meeting. He will be paid remuneration as recommended by Nomination and Remuneration Committee as detailed below, within the limit prescribed under section 196, 197, 198 and Schedule V and other applicable provision of the Companies Act, 2013 amended from time to time.

Period of Appointment : 5 Years (i.e From 01.10.2015 to 30.09.2020)

Remuneration :

Basic Salary: Rs. 3, 50,000/- (Rupees Three Lacs and Fifty Thousand only) per month.

Perquisites:

In addition to the salary, Managing Director shall be entitled to the following perquisites, unless the context otherwise requires, the perquisites are classified into two category 'A', 'B' as stated below: :

Category `A'

1. Contribution to provident fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.
2. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Category `B'

Provision of car for use on company's business and telephone will not be considered as perquisites.

In case the company has no profits or its profits are inadequate in any financial year during the currency of tenure of Shri Sanjay Kumar Kanoria, Managing Director of the Company, the Company will pay minimum remuneration by way of salary, perquisites to Shri. Sanjay Kumar Kanoria, subject to the applicable provisions of Schedule V to the Companies Act, 2013."

The details of the remuneration may be regarded as an abstract of the terms and conditions and memorandum of concern or interest for the purpose of provision of the Companies Act, 2013 and the requirements of the said Act may be deemed to have been sufficiently complied with.

The Board of Directors of the Company recommends the special resolution as set out in notice for approval by the shareholders.

None of the Directors, Key Managerial Personnel other than Shri Sanjy Kumar Kanoria, appointee himself and Smt. Priyadarshinee Kanoria, Director of the Company are concerned or interested in the said resolution.

Item No. 6

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee at its meeting held on 14th August, 2015, the Board has approved the appointment of M/s. Mahendra Singh & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2015-16 at a remuneration of Rs. 50,000 (Rs. Fifty Thousand Only), exclusive of reimbursement of service tax and all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 6 of the Notice.

Information required under Schedule V of the Companies Act, 2013 and clause 49 of the Listing Agreement is given below:

1. General Information

- 1) Nature of Industry: Asbestos Pipe and Roofing sheet industry.
- 2) Date or expected date of commencement of commercial production: Already in operation for more than 30 years.

3) Financial performance**(Rs. in Lacs)**

Particulars	Year 2014-15	Year 2013-14	Year 2012-13
Revenue from Operations	25456.09	26402.62	21415.64
Profit after tax for the year	309.65	101.73	153.08

Annual Report for the year 2014-2015 is attached with this notice.

- 4) Export performance and net foreign exchange collaborations: The foreign exchange outflow was Rs 7706.03

Lacs (Rs. 9134.50 Lacs previous year) on account of import of raw-material, stores & spares, plant & machinery and foreign traveling. There were export of Rs. 234.47 Lacs during the year to Nepal.

5) Foreign Investment or collaborators, if any: Not applicable

II Information about Shri Sanjay Kumar Kanoria:

1) Background Details:

Shri. Sanjay Kumar Kanoria, aged 55 years, is the Promoter of the Company. After graduating from Boston University U.S.A., he has started his career in the A.C.and Sugar Industry. Shri. Sanjay Kumar Kanoria has rich experience and deep knowledge about the A.C.and Sugar industry and has immensely contributed to the profitability of the company.

2) Past remuneration

Shri Sanjay Kumar Kanoria was paid a sum of Rs. 33.60 Lacs as remuneration for the year 2014-15.

3) Recognition or awards - Past President of East Suger Mills Association & Past President of Asbestos Cement Manufacturers Association.

4) Job profile and his suitability – Shri Sanjay Kumar Kanoria as Managing Director will look after the affair of the Company.

5) Remuneration proposed: As stipulated in the resolution.

6) Comparative remuneration profile with respect to industry, size of the Company,

Profile of the position and person:

Shri Sanjay Kumar Kanoria is promoter of the Company and has contributed towards the growth of the company from 28 years.

Shri Sanjay Kumar Kanoria had always tried to align business priorities with meaningful social intervention, creating a framework for enduring value creation. His skills and experience place him on a correspondingly equal position to management of Asbestos industry in India. Considering the general industry and the specific company profile, the proposed remuneration is in line with the industry and that of comparatively placed companies in India.

7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any – Shri Sanjay Kumar Kanoria is promoter of the company.

III Other Information

Reason for inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.

The Company has been profitable .There is pressure on margin due to new entrants in the AC Sheet market besides foreign exchange fluctuation and increase in Input Cost. The Company has taken appropriate steps to ensure profitability. The Board of Director recommends the resolution for approval of the members. None of the Directors of the Company except Shri Sanjay Kumar Kanoria, appointee himself and Smt. Priyadarshinee Kanoria are interested in the resolution.

By order of the Board,
Sd/-
Lokesh Mundra
Company Secretary

Delhi, the 1st September, 2015