

A INFRASTRUCTURE LIMITED

Registered Office: Hamirgarh, Distt. - Bhilwara, Rajasthan -311025

NOTICE OF POSTAL BALLOT

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

Dear Member(s),

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 that the resolutions appended below are proposed to be passed by way of postal ballot.

The Company is seeking your consent for the proposal as contained in the draft resolution. The Resolution and relevant Explanatory Statement setting out the material facts and the reasons for the Resolution are appended herewith for your consideration along with a Postal Ballot Form and a self-addressed postage pre-paid envelope.

The Company has appointed Mr. Anil Kumar Somani, Practicing Company Secretary, to act as the 'Scrutinizer' for conducting the postal ballot process in a fair and transparent manner.

The Board of Directors has appointed Mr. Darvinder Ambardar, Director and Mr. Lokesh Mundra, Company Secretary as the persons responsible for the entire postal ballot process.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form duly completed in all respect in the enclosed self addressed, postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours on Thursday, 04th June, 2015 at the following address: Mr. Anil Kumar Somani Address - B- 4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001. Members may choose to vote using the e-voting facility, the details whereof are also specified under "instructions for e-voting" as contained under notes.

The Scrutinizer will submit his report to the Company after completion of the scrutiny and the result of the postal ballot will be declared on 08th June, 2015 at the corporate office of the Company at A9A, Green Park main, New Delhi 110016. The result will be hosted on the website of the Company (www.ainfrastructure.com) and will be communicated to the Delhi Stock Exchange Limited and Jaipur Stock Exchange Limited, where the equity shares of the Company are listed.

DRAFT RESOLUTION:

Item No. 1: Sale, transfer, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate movable or immovable assets of the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and 110(1)(a) and other applicable provisions of the Companies Act, 2013 and Rule 22 of Companies (Management & Administration) Rules, 2014 (including any amendment thereto or re-enactment thereof) and in accordance with the relevant provisions of the Memorandum and Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall also include its Committee thereof constituted by the Board in this regard) to sale, transfer, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate the land, building, plant & Machinery and other movable or immovable assets (both present or future) or the whole of the undertaking or substantially the whole of any undertakings of the company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing necessary documents including schemes, agreements, deeds of assignment / conveyance/ mortgage and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent and approval of the members or otherwise to the end and intent that the members shall be deemed to have given the approval thereto expressly by the authority in this resolution."

Item No. 2: Authorization for Loan/Guarantee/Security and Investment by the company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all the earlier resolution passed by the company pertaining to section 372A of the Companies Act, 1956 and pursuant to the provision of section 186 of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013, if any and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to make/give, from time to time, any loan/advances/deposits/investments in shares, debentures and /or other securities and to give, on behalf of the company, any guarantee and /or provided any security in connection with any loan or loans made by any other persons /companies/body corporates which shall be subject to aggregate limit of **Rs. 100 Crore (Rupees Hundred Crore only)**.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matter arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transaction and the terms & condition related thereto and all matter arising out of and incidental to the proposed transaction, and generally to do all acts, deeds, matters and things that may necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

Item No. 3: Adoption of new set of Articles of Association.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company as per Companies Act, 2013, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc."

Item No. 4: Authorization for Related Party Transactions.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of section 188 of the Companies Act, 2013 and other applicable provision of the Companies Act, 2013, if any and Clause 49 of the Listing Agreement and subject to such other approvals, consents, sanctions and permissions as may be necessary, consent of the members of the company be accorded to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase, or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the company or its subsidiary or associate company or any other transaction of whatever nature with related parties.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matter arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the company and generally to do all acts, deeds, matters and things that may necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transaction and the terms & condition related thereto and all matter arising out of and incidental to the proposed transaction, and generally to do all acts, deeds, matters and things that may necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

By Order of the Board
For A Infrastructure Ltd

Sd/-

Lokesh Mundra

Company Secretary

Place: Bhilwara

Date: 24th April, 2015

Notes forming a part of the Notice:

1. The explanatory statement for the proposed resolutions pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members /list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on dated 24th April, 2015 by modes as prescribed under Companies (Management and Administration) Rules 2014.
3. The Company has appointed Mr. Anil Kumar Somani, a Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
5. Members are requested to notify change in address, if any, to the Registrar and Transfer Agent of the Company, **BEETAL Financial & Computer Services Pvt Ltd**. BEETAL HOUSE, 3rd Floor,99, Madangir, Behind LSC, New Delhi - 110062 email Id: beetalrta@gmail.com quoting their folio numbers.
6. The Contact details of the person responsible to address the grievance connected with the postal ballot are as under.

Mr. Lokesh Mundra
Company Secretary
A Infrastructure Limited
Hamirgarh, Bhilwara, Rajasthan - 311025
Email Id : lokesh.m@kanoria.org
Contact No.- 01482-286102

EXPLANATORY STATEMENTS

Item No. 1:

Section 180 (1) (a) of the Companies Act, 2013 provides that the Board of Directors of a Public Company shall not, except with the consent of the Company in the General Meeting transfer, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Hence, to comply with the said provisions, the Company seeks the approval of members to sale, transfer, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate the land, building, plant & Machinery and other movable or immovable assets (both present or future) or the whole of the undertaking or substantially the whole of any undertakings of the company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company".

Your Directors recommend the above Resolution, as a Special Resolution for your approval.

Directors who are Members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other Member of the Company.

Item No. 2:

Pursuant to the provision of section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, the Company can make loan to, give guarantees, provide securities to and make investment in the securities of any other person/other bodies corporate to the extent of 60% of its paid up capital and free reserves and security premium account or 100% of its free reserves and security

premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of loan and investment made, guarantees given and securities provided exceed the aforesaid limits, prior approval of the shareholders is required by way of a special resolution.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its holding/subsidiaries/joint ventures/associate companies/other bodies corporate or persons and would, therefore, be required to provide financial support by way of loan(s) and/or guarantee(s) and/or security(ies)/investment in securities of any other person/holding/subsidiaries/joint ventures/associate companies/other bodies corporate or otherwise, in order to achieve greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects of such persons/companies.

It is, Therefore, proposed that the Board of Directors of the company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing security(ies) for an amount not exceeding **Rs. 100/- Crores (Rupees Hundred Crores only)** from time to time in/to one or more persons/entities i.e. holding/subsidiaries/joint ventures/associate companies/other bodies corporate.

The source of fund for making these investment would be met from borrowings/surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the above Investment, loans, guarantees and/or securities proposed together with the aggregate of loans made, guarantees given, securities provided and investment made from time to time by the company may exceed the limit prescribed, approval of the shareholders is required for the same.

The proposal outlined above is in the interest of the company and the Board re-commends the resolution set out in the accompanying notice as special resolution..

Except Directors an Key Managerial Personnel's of the Company who are /may Directors/Shareholders in one or more persons/bodies corporate described herein above, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

Item No. 3:

The present Articles of Association of the Company are based on the provisions of the Companies Act, 1956. Consequent to the notification and applicability of large number of Sections of the Act and Rules framed there under, it has become necessary to alter the existing Articles of Association of the Company to be in line with the new Companies Act 2013. The Board of Directors considered this matter in its meeting held on 24.04.2015 and decided to adopt a new set of Articles of Association and replace the existing Articles of Association. A copy of draft Articles is available at the registered office of the Company.

As per section 14 of the Act, approval of the shareholders of the Company by way of a special resolution is required for alteration of Articles of Association of the Company.

In view of above, you are requested to grant your consent to the special resolution as set out in the notice dated 24.04.2015 of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

Pursuant to the provision of section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid section, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of special resolution. Though, your company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some transactions which are done in the interest of the Company and for which your approval is required under the provision of the Companies Act, 2013.

The proposal outlined above is in the interest of the Company and the Board re-commends the resolution set out in the accompanying notice as special resolution.

None of the Director an Key Managerial Personnel of the Company is concerned or interested in the said resolution except of their shareholding in the Company or any their interest as Director or Shareholder or partner or otherwise in such other related party entity, if any.

By Order of the Board
For A Infrastructure Ltd

Sd/-
Lokesh Mundra
Company Secretary

Place: Bhilwara

Date: 24th April, 2015

INSTRUCTIONS

The instructions for members for voting electronically are as under:-

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered through Postal Ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system will be provided by National Securities Depository Limited (NSDL).

II. Process and manner for remote e-voting are as under

- 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) Put user ID and password as initial password noted in step (i) above. **Click login**.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and 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".
- (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 you have voted on the resolution, you will not be allowed to modify your vote.
- (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 Postal Ballot (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 Postal ballot form:

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

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- 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 05.05.2015 at 10.00 A.M. and ends on 04.06.2015 at 6.00 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 April 24, 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 postal 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 April 24, 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).
- VIII.** The Company has appointed Mr. Anil Kumar Somani, Company Secretary in Practice (COP No. -13379) of M/s Anil Somani & Associates, having its office at B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001 for conducting the postal ballot process, in a fair and transparent manner.
- IX.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- X.** Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
- XI.** Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
- XII.** Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at **B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001** before the closing of working hours on 04.06.2015. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
- XIII.** Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the "Investor" page on the website of the Company www.ainfrastructure.com.
- XIV.** In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named Member.
- XV.** In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
- XVI.** A tick (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
- XVII.** The Vote in this postal ballot cannot be exercised through Proxy.
- XVIII.** The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.
- XIX.** The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. 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 within two days of passing of the resolutions and communicated to the Stock Exchanges.