

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara  
Email Id: corporatesolutions14@gmail.com, (M) 09166611876

### Scrutinizer's Report

To,  
The Chairman,

M/s A INFRASTRUCTURE LIMITED

Hamirgarh, Dist. - Bhilwara Rajasthan - 311025

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for 38<sup>th</sup> Annual General Meeting of Equity Shareholders held on Friday, 24<sup>th</sup> August, 2018**

Pursuant to the resolution passed by the Board of directors of **A INFRASTRUCTURE LIMITED** (hereinafter referred to as "company") on Friday, 10<sup>th</sup> August 2018, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 38<sup>th</sup> Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the 38<sup>th</sup> AGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, BEETAL Financial & Computer Services Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsdl.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the AGM notice dated 29<sup>th</sup> May, 2018. The member of the company as on the cut-off date i.e. 17<sup>th</sup> August, 2018 were entitled to vote on the resolutions contained in the notice to the 38<sup>th</sup> AGM of the members of the company.

	TYPE AND DESCRIPTION OF THE RESOLUTION
1) Ordinary Resolution: Adoption of Audited Financial Statement	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018, together with the Reports of the Board Directors and the Auditors thereon.
2) Ordinary Resolution:	Ordinary Resolution to declare Final Dividend @ 2% (Face value of Rs. 5/-) on equity shares for the Financial Year ended 31 <sup>st</sup> March, 2018.



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<b>Declaration of Final Dividend</b>	
<b>3) Ordinary Resolution: Appointment of Director, liable to retire by rotation</b>	Ordinary Resolution to appoint a Director in place of Smt. Priyadarshinee 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
<b>4) Ordinary Resolution: Ratification of Appointment of Statutory Auditors</b>	Ordinary Resolution: <b>"RESOLVED THAT</b> pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the appointment of the statutory auditor of company M/s K. N. Gutgutia & Co. Chartered Accountants, (Firm Registration Number 304153E), Kolkata as approved by Members at the 37 <sup>th</sup> Annual General Meeting of the Company be and is hereby ratified by the members of the company for the financial year 2018-2019 at such remuneration as may be determined by the Board of Directors of the Company."
<b>5) Ordinary Resolution: Ratification of Remuneration to the Cost Auditors</b>	Ordinary Resolution: <b>"RESOLVED THAT</b> 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 2018-19 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding goods and 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.

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

1) As confirmed by management, the AGM notice dated 29<sup>th</sup> May, 2018 under section 101 of the Companies Act, 2013 was dispatched to 2078 (Two Thousand Seventy Six) shareholders by registered post/courier and electronic means via e-mail respectively on or before 26<sup>th</sup> July, 2018.

2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 05<sup>th</sup> August, 2018 in "The Financial Express." English newspaper and "Rajasthan Patrika", vernacular newspaper, informing about the completion of the dispatch of the AGM notices, by means of registered post, courier and electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open from Tuesday, 21<sup>st</sup> August, 2018 at 10.00 a.m. and ended on Thursday, 23<sup>rd</sup> August, 2018, at 5.00 p.m.

4) The members of the company as on the cut-off date i.e. Friday, 17<sup>th</sup> August, 2018 were entitled to vote on the resolutions.

5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the company.

6) The total number of fully paid up shares of the company outstanding as on 17<sup>th</sup> August, 2018 were 42645700. As on cut-off date, out of 2078 shareholders, 3 (Three) shareholder has exercised their votes through remote e- voting and 16 (Sixteen) shareholders has exercised their vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below.





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**Resolution 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018**

Total No. of shareholders	2078		
Total No. of shares	42645700		
		<b>Number of shareholders/ Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	3	184
Total votes cast through polling at AGM	B	16	36258200
Grand Total of remote e-voting /polling at AGM (A+B)	C	19	36258384
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	19	36258384

### SUMMARY OF VOTING:

<b>Resolution required :(Ordinary / Special)</b>				<b>Ordinary Resolution</b>				
<b>Whether promoter/promoter group are interested in the agenda/resolution ?</b>				<b>No</b>				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	31535140	0	0.00	0	0	0.00	0.00
	POLL	31535140	31529140	99.98	31529140	0	100.00	0.00
	TOTAL	31535140	31529140	99.98	31529140	0	100.00	0.00
Public - Institutions	E-VOTING	1206600	0	0.00	0	0	0.00	0.00
	POLL	1206600	0	0.00	0	0	0.00	0.00
	TOTAL	1206600	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	9903960	184	0.002	84	100	45.65	54.35
	POLL	9903960	4729060	47.75	4729060	0	100.00	0.00
	TOTAL	9903960	4729244	47.75	4729144	100	99.9979	0.0021
<b>TOTAL</b>		<b>42645700</b>	<b>36258384</b>	<b>85.02</b>	<b>36258284</b>	<b>100</b>	<b>99.9997</b>	<b>0.0003</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997% (Except 100 votes), I report that the ordinary resolution as set out in the notice of AGM dated 29<sup>th</sup> May, 2018 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 31<sup>st</sup> March, 2018.**

Total No. of shareholders	2078		
Total No. of shares	42645700		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	3	184
Total votes cast through polling at AGM	B	16	36258200
Grand Total of remote e-voting /polling at AGM (A+B)	C	19	36258384
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	<b>19</b>	<b>36258384</b>

### SUMMARY OF VOTING:

<b>Resolution required :(Ordinary / Special)</b>		<b>Ordinary Resolution</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution ?</b>		<b>No</b>						
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
<b>Promoter &amp; Promoter Group</b>	<b>E-VOTING</b>	31535140	0	0.00	0	0	0.00	0.00
	<b>POLL</b>	31535140	31529140	99.98	31529140	0	100.00	0.00
	<b>TOTAL</b>	31535140	31529140	99.98	31529140	0	100.00	0.00
<b>Public - Institutions</b>	<b>E-VOTING</b>	1206600	0	0.00	0	0	0.00	0.00
	<b>POLL</b>	1206600	0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>	1206600	0	0.00	0	0	0.00	0.00
<b>Public-Non Institutions</b>	<b>E-VOTING</b>	9903960	184	0.00	184	0	100.00	0.00
	<b>POLL</b>	9903960	4729060	47.75	4729060	0	100.00	0.00
	<b>TOTAL</b>	9903960	4729244	47.75	4729244	0	100.00	0.00
<b>TOTAL</b>		42645700	36258384	85.02	36258384	0	100.00	0.00

### RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of AGM dated 29<sup>th</sup> May, 2018 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 a Director in place of Smt. Priyadarshinee Kanoria (DIN: 00114513) who retires by rotation**

Total No. of shareholders	2078		
Total No. of shares	42645700		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	3	184
Total votes cast through polling at AGM	B	16	36258200
Grand Total of remote e-voting /polling at AGM (A+B)	C	19	36258384
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	2	984400
Net remote e-voting/polling at AGM(c-d)	E	<b>17</b>	<b>35273984</b>

(Votes cast by Smt. Priyadarshinee Kanoria and Shri Sanjay Kumar Kanoria, relative of Smt. Priyadarshinee Kanoria are not considered for above resolution as they are interested)

### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	31535140	0	0.00	0	0	0.00	0.00
	POLL	31535140	30544740	96.86	30544740	0	100.00	0.00
	TOTAL	31535140	30544740	96.86	30544740	0	100.00	0.00
Public - Institutions	E-VOTING	1206600	0	0.00	0	0	0.00	0.00
	POLL	1206600	0	0.00	0	0	0.00	0.00
	TOTAL	1206600	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	9903960	184	0.00	84	100	45.65	54.35
	POLL	9903960	4729060	47.75	4729060	0	100.00	0.00
	TOTAL	9903960	4729244	47.75	4729144	100	99.9979	0.0021
TOTAL		42645700	35273984	85.02	35273884	100	99.9997	0.0003

### RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997% (Except 100 votes), I report that the ordinary resolution as set out in the notice of AGM dated 29<sup>th</sup> May, 2018 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 appointment of Statutory Auditor

Total No. of shareholders	2078		
Total No. of shares	42645700		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	3	184
Total votes cast through polling at AGM	B	16	36258200
Grand Total of remote e-voting /polling at AGM (A+B)	C	19	36258384
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	<b>19</b>	<b>36258384</b>

### SUMMARY OF VOTING:

<b>Resolution required :(Ordinary / Special)</b>		<b>Ordinary Resolution</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution ?</b>		<b>No</b>						
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held  (1)</b>	<b>No. of votes polled  (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes in favor  (4)</b>	<b>No. of Votes against  (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
<b>Promoter &amp; Promoter Group</b>	<b>E-VOTING</b>	31535140	0	0.00	0	0	0.00	0.00
	<b>POLL</b>	31535140	31529140	99.98	31529140	0	100.00	0.00
	<b>TOTAL</b>	31535140	31529140	99.98	31529140	0	100.00	0.00
<b>Public - Institutions</b>	<b>E-VOTING</b>	1206600	0	0.00	0	0	0.00	0.00
	<b>POLL</b>	1206600	0	0.00	0	0	0.00	0.00
	<b>TOTAL</b>	1206600	0	0.00	0	0	0.00	0.00
<b>Public-Non Institutions</b>	<b>E-VOTING</b>	9903960	184	0.00	84	100	45.65	54.35
	<b>POLL</b>	9903960	4729060	47.75	4729060	0	100.00	0.00
	<b>TOTAL</b>	9903960	4729244	47.75	4729144	100	99.9979	0.0021
<b>TOTAL</b>		42645700	36258384	85.02	36258284	100	99.9997	0.0003

### RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997% (Except 100 votes), I report that the ordinary resolution as set out in the notice of AGM dated 29<sup>th</sup> May, 2018 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 5: Ratification of Cost Auditors remuneration.

Total No. of shareholders	2078		
Total No. of shares	42645700		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	3	184
Total votes cast through polling at AGM	B	16	36258200
Grand Total of remote e-voting /polling at AGM (A+B)	C	19	36258384
Less: Invalid remote e-voting/polls at AGM*(on account of for /against option not indicated)	D	-	-
Net remote e-voting/polling at AGM(c-d)	E	<b>19</b>	<b>36258384</b>

### SUMMARY OF VOTING:

<b>Resolution required :(Ordinary / Special)</b>		<b>Ordinary Resolution</b>						
<b>Whether promoter/promoter group are interested in the agenda/resolution ?</b>		<b>No</b>						
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor  (4)	No. of Votes against  (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter & Promoter Group	E-VOTING	31535140	0	0.00	0	0	0.00	0.00
	POLL	31535140	31529140	99.98	31529140	0	100.00	0.00
	TOTAL	31535140	31529140	99.98	31529140	0	100.00	0.00
Public - Institutions	E-VOTING	1206600	0	0.00	0	0	0.00	0.00
	POLL	1206600	0	0.00	0	0	0.00	0.00
	TOTAL	1206600	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	9903960	184	0.00	84	100	45.65	54.35
	POLL	9903960	4729060	47.75	4729060	0	100.00	0.00
	TOTAL	9903960	4729244	47.75	4729144	100	99.9979	0.0021
TOTAL		42645700	36258384	85.02	36258284	100	99.9997	0.0003

### RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.9997% (Except 100 votes), I report that the ordinary resolution as set out in the notice of AGM dated 29<sup>th</sup> May, 2018 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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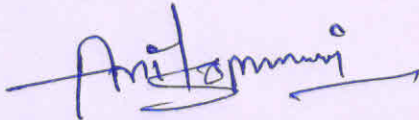
I further report that as per the notice dated 29<sup>th</sup> May, 2018 the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website [www.ainfrastructure.com](http://www.ainfrastructure.com) and on the website of NSDL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at AGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.

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**



**Date: 25.08.2018**

**Place: Bhilwara**