

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: Scrutinizer's Report on Remote E-Voting and postal ballot conducted Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Managements and Administration) Rules, 2014 .

I, Anil Kumar Somani, proprietor of Anil Somani & Associates Practicing Company Secretary (Membership No. 36055; C.P. No. 13379), has been appointed as a Scrutinizer by the Board of Directors ("the Board") of **M/s A INFRASTRUCTURE LIMITED** ("The Company") on 29.05.2018 pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Managements and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting and Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot carried out as per the provision of the Companies Act, 2013 on the below mentioned resolution:

Amendment of Memorandum of Association of the Company (Object Clause)

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, the Main object clause of the Memorandum of Association of the Company be altered by adding the following new clauses after the existing clause 9 thereof:

"To purchase, manufacture, acquire, produce, boil, refine, prepare, import, export, self and generally to deal in sugar, sugar-candy, sugar-beet, sugar-cane, distillery, molasses, syrups, ethanol, alcohol, spirits, IMFL, Country liquor, liquors, co-generation, power generation, chemicals and all sugar products such as Gur, confectionery, glucose, canned fruit, golden syrup and aerated waters and/or by-products such as bagasse, boards, paper pulp, paper alcohol, acetone, carbon dioxide, hydrogen, potash, can wax and fertilizers/press mud, bio-composting, bio-methanation, bricks by boiler ash and food products generally."



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"RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

I hereby submit my report as under:

A. The Company had offered e-voting facility as an alternative to all its members, which enabled the members to cast votes electronically instead of physically submitting duly filled in Postal Ballot Form. The instructions on e-voting were provided in the notice. The e-voting facility was made available using the National Securities Depository Limited (NSDL) platform.

B. The company was having 2076 Shareholders as on 20th July, 2018. As confirmed by the management, The Company has sent notice along with postage prepaid business reply envelopes by registered post (electronically by email to all those members who have registered their email IDs with the Company or Depository Participant) to all the Members whose name(s) appeared on the Register of Members/ Record of Depositories as on 20th July, 2018. (cut off date).

C. The e-voting period remained open from Thursday, July, 26, 2018 (10.00 a.m.) to Friday, August 24, 2018 (5.00 p.m.)

D. A Public Notice that the Company had sent Postal Ballot Notice along with other documents to the Shareholders was published in "The Financial Express" (English Newspaper) and "Rajasthan Patrika" (Regional Language) on 27.07.2018.

E. In the Postage Pre-Paid Business Reply Envelope the address of my office i.e. B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara, Rajasthan - 311001 was given and hence the same were delivered to me.

F. At the end of the voting period on 24th August, 2018, the votes cast through e-voting facility were duly unblocked in the presence of Shri Hanumaan Baser and Shri Bhagwan Laddha who are not in the employment of the Company.

G. I was received 24 Postal Ballot Envelopes up to the close of working hours on 24th August, 2018.

H. The result of the scrutiny is as under :

Resolution 1: Amendment of Memorandum of Association of the Company (Object Clause)

Date of Postal Ballot Notice	29 th May, 2018
Record date for reckoning voting rights	20 th July, 2018
Date of dispatch of Notice	26 th July, 2018
Total No. of Shareholders on record date	2076



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	Particular	Physical	Electronic	Total
a.	Total Postal ballot forms received	24	9	33
b.	Total no. of votes casted	37333752	2871	37336623
c.	Less : Invalid no. of votes casted	4918680	0	4918680
d.	Valid No. of votes casted (Net)	32415072	2871	32417943
e.	Total No. of votes with assent for the Resolution	32415072	1371	32416443
f.	Total no. of votes with dissent for the Resolution	Nil	1500	1500

SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		No						
Category	Mode of Voting	No. of shares held (1)	No. of valid 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
	POSTAL BALLOT	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
	POSTAL BALLOT	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	2871	0.003	1371	1500	47.75	52.25
	POSTAL BALLOT	9903960	1870332	18.88	1870332	0	100.00	0.00
	TOTAL	9903960	1873203	18.91	1871703	1500	99.92	0.02
TOTAL		42645700	32417943	76.02	32416443	1500	99.99	0.01



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RESULT: -

Since, the number of votes cast in favour of the resolution is nearly 99.99% (Except 1500 votes against the resolution), I report that the special resolution as set out in the postal ballot notice dated 29th May, 2018 has been passed by the Shareholders with the Requisite majority.

I further report that as per the notice dated 29th May, 2018 the chairman may declare and confirm the above result. The result of postal ballot 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.

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 postal ballot, 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 108 and 110 of the companies Act, 2013 read with Rule 20 and 22 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 through postal ballot.

Yours Faithfully,



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



Date: 25.08.2018
Place: Bhilwara