

A INFRASTRUCTURE LIMITED

(Formerly Shree Pipes Limited)

CIN: L25191RJ1980PLC002077

Regd. Office & Works: Hamirgarh - 311 025, Distt. Bhilwara (Rajasthan)

Phone: 01482-286102, FAX: 01482-286104

Web Site: www.ainfrastructure.com, Email: cs@kanoria.org,

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the members of A Infrastructure Limited will be held on Friday, June 14, 2019 at 3:00 p.m. at Hamirgarh, Distt. Bhilwara, Rajasthan - 311025, to transact the following business: -

1. CONTINUATION OF DIRECTORSHIP OF SH. MUNNA LAL GOYAL, INDEPENDENT DIRECTOR AND WHO HAS ATTAINED AGE OF MORE THAN 75 YEARS

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions, as may be considered necessary from the appropriate authorities consent of the Members of the Company be and is hereby accorded for continuation of the Directorship of Sh. Munna Lal Goyal (DIN: 01427276), Independent Director of the Company, who has already attained the age limit of 75 years and aged around 88 years at present, on the existing terms and conditions, from the effective date of the said amended regulations i.e. April 01, 2019 till the expiry of his present tenure on 25th September, 2019"

"**RESOLVED FURTHER THAT** the Board of Director of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to undertake all other activities as may be incidental or expedient in this regard"

By order of the Board

Sd/-

Lokesh Mundra

Company Secretary

Place: New Delhi

Date: 30th April, 2019

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the businesses set out at Item Nos. 1 above, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") IS

ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON A POLL TO VOTE ON HIS/HER BEHALF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate, not more than ten percent of the total share capital of the Company, carrying voting rights. Provided that a Member holding more than ten 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 person or shareholder.

3. The instrument appointing the Proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (FortyEight) hours before the EGM. Proxies submitted on behalf of limited companies, trusts, etc. must be supported by appropriate resolution/authority, as applicable.
4. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on May 17, 2019 ("Record Date").
6. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
7. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. For Members who have not registered their e-mail addresses with the Depositories, physical copies are being sent by the permitted modes. The Notice of the EGM is also posted on the website of the Company, www.ainfrastructure.com and that of National Securities Depository Limited (NSDL), evoting@nsdl.co.in.
8. Process and manner for Members opting for voting through Electronic means:
 - i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out

in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of National Securities Depository Limited (NSDL) ("remote e-voting").

- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut Off Date of June 07, 2019, shall be entitled to avail the facility of remote e-voting as well as voting at the EGM. Any recipient of the Notice who has no voting rights as on the Cut Off Date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a Member of the Company after the despatch of the Notice of the EGM and prior to the Cut Off Date i.e. June 07, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the EGM by following the procedure mentioned in this part.
- iv. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll would be made available at the EGM and the Members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through Poll. The Members who have already 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.
- vi. 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 EGM and remote e-voting process in a fair and transparent manner.
- vii. The instructions for e-voting are as under:

The e-voting period begins on Tuesday, June 11, 2019 at 10.00 a.m. and will end on Thursday, June 13, 2019 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 June 07, 2019, 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 EGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy) :

- I. Initial password is provided in attendance slip enclosed in this notes.
- 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 **11.06.2019 at 10.00 A.M. and ends on 13.06.2019 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 June 07, 2019, 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 June 07, 2019.
- 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 EGM: - The members who have not casted their votes through electronically can exercise their voting rights at the EGM.

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 EGM) of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Extra-Ordinary 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 Extra-Ordinary 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 EGM.
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 Private Limited.
6. 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 Saturdays, Sundays and Public Holidays, up to and including the date of the Extra-ordinary General Meeting of the Company.
7. 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 notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.

By order of the Board

Place: New Delhi
Date: 30th April, 2019

Sd/
Lokesh Mundra
Company Secretary

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under Item Nos. 1 of the accompanying Notice dated April 30, 2019.

Item No. 1

Pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) effective from 01.04.2019 consent of the shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-

Executive Directors of the Company who have attained age of 75 years. Sh. Munna Lal Goyal (DIN: 01427276) was appointed as Independent Director on the Board of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 at the 34th Annual General Meeting of the Company held on September 26, 2014 for a term of 5 (five) consecutive years up to September 25, 2019. In the opinion of the Board, he fulfils the conditions specified under the Act for such appointment and that Sh. Munna Lal Goyal is independent of management. Sh. Munna

Lal Goyal, Independent Director having attained age of 75 years and aged around 88 years at present and his present tenure is valid till 25th September, 2019. The Board of Directors at its meeting held on 30th April, 2019 decided to seek the approval of Shareholders by way of Special Resolution for continuing his present tenure on the same terms and conditions. The brief profile of Sh. Munna Lal Goyal, Independent Director seeking continuation of Directorship as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretary of India are given below :-

Name of Director	Mr. Munna Lal Goyal	
Date of Birth	30/06/1931	
DIN	01427276	
Nationality	Indian	
Qualification	B.A., LLB (Sahitya Ratna and retired from Indian Administrative Services)	
Date of first appointment on the Board	01/10/2007	
Date of re-appointment as an Independent Director	26.09.2014	
Expertise/Experience in Specific functional area	Vast Experience of more than five decades in various industries and administrative Services.	
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Major Exports Limited 2. Lalit Polymers & Electronics Limited 3. Manglam Build-Developers Limited 4. The Mewar Sugar Mills Limited 	
Relationship with other Directors, Manager and other KMP of the Company	NIL	
Terms and conditions of appointment/continuation of Directorship	Mr. Munna Lal Goyal was appointed as an Independent Director of the Company in accordance with the provision of the Companies Act, 2013 at the 34th AGM held on 26th September, 2014 for a term of 5 consecutive years up to 25th September, 2019	
Details of last Remuneration drawn (F.Y. 17-18)	Rs. 50,000/- (Sitting fees)	
Details of proposed Remuneration	There is no change in remuneration of and only sitting fees is being paid to Sh. Munna Lal Goyal, Independent Director	
Number of Meetings of the Board attend during the year	Held	9
	Attended	9
Chairman/Member of the Committee of the Board of Directors of this Company	Name of Committee	Chairman/Member
	Audit Committee	Chairman
	Nomination & Remuneration Committee	Member
	Stakeholders Relationships Committee	Chairman

Committee Membership in other Companies	Name of Committee	Chairman/Member
	Audit Committee	Member
	Nomination & Remuneration Committee	Member
	Stakeholders Relationships Committee	Member
Shareholding in the Company as on March 31, 2019	NIL	

Keeping in view his vast experience and contribution made by Sh. Munna Lal Goyal who has attained age of 75 years and aged around 88 years at present, the Board recommends the Special Resolution set out in the item no. 1 for the approval of the Shareholders of the Company. None of the Directors/Key Management Personnel/their relatives except Sh. Munna Lal Goyal is in any way concerned or interest in the above referred resolution

By order of the Board

Place: New Delhi
Date: 30th April, 2019

Sd/-
Lokesh Mundra
Company Secretary

A INFRASTRUCTURE LIMITED

(Formerly Shree Pipes Limited)

CIN : L25191RJ1980PLC002077

Registered Office : P.O. Hamirgarh. Distt. BHILWARA - 311 025 (Raj.)

Form No. MGT - 11

PROXY FORM

Name of the member (S) :

Registered Address :

E-mail ID :

Folio No./ Client ID : DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint.

Name

Address : E-mail ID :

Signature, or failing him

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 14th June, 2019 at 3:00 p.m. at Hamirgarh. Distt. BHILWARA - 311 025 (Raj.) and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

- 1. Continuation of Directorship of Sh. Munna Lal Goyal, Independent Director and Who has Attained age of more than 75 years**

Signed this day of 20.....

Signature of Shareholder



Signature of Proxy Holder(s)

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO THE EGM VENUE

Venue: Hamirgarh, Distt. Bhilwara, Rajasthan – 311025

