

A INFRASTRUCTURE 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,

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Managements and Administration) Rules, 2014 ('Rules'), (including any statutory modification, or re-enactment thereof for the time being in force), to the members of A Infrastructure Limited (the "Company") to consider and if found fit, to pass the Resolutions appended below by way of postal ballot ('Postal Ballot') or, alternatively, through the electronic voting (e-voting) facility offered by the Company in this regard.

The Resolutions along with explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating the material facts and reasons thereof and a postal ballot form ('Postal Ballot Form') along with details regarding electronic voting are enclosed with this Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Anil Kumar Somani, Practicing Company Secretary (Membership No. 36055; C.P. No. 13379), as Scrutinizer for conducting Postal Ballot process (including remote e-voting) in a fair and transparent manner.

The members holding Equity Shares of the Company may vote either by way of Postal Ballot or by way of remote e-voting. Members are requested to carefully read the instructions forming part of this Notice and return the Postal Ballot Form (no other form is permitted) duly completed in the enclosed self-addressed, pre-paid postage business reply envelope so as to reach the Scrutinizer not later than the close of working hours at 05.00 P.M. on Friday, August 24, 2018. Postal Ballot Forms received after this date will be treated as if the reply from the concerned member has not been received.

Members may note that as required under Regulation 44 of Listing Regulations and Section 108 of the Companies Act read with all applicable rules under the Companies Act, the Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing an e-voting facility as an alternate, which would enable the members to cast vote electronically instead of dispatching the Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the notes to this Notice.

Only members entitled to attend and vote at a general meeting of the company are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other

recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Kindly note that while exercising the vote, members holding equity shares of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or E-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case a Member votes through e-voting facility as well as sends his/her vote through physical form, the vote cast through e-voting shall only be considered and the voting through physical form shall not be considered by the Scrutinizer.

The Scrutinizer will submit his report to the Chairman of the Company or, in his absence, to any other designated Director of the Company after completion of scrutiny of the Postal Ballot Forms and e-voting results received. The result of voting by the Postal Ballot will be announced at 4.00 P.M. on Saturday, August 25, 2018, at the Registered Office of the Company. Additionally, the result will be communicated to BSE Limited ('BSE') where the equity shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website and on the website of NSDL. The date of declaration of the results of the Postal Ballot shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority by the shareholders of the Company.

Following Special Business is requested to be passed by the members through Postal Ballot:

Item no. 1 – Amendment of Memorandum of Association 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 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.

“**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.”

**By order of the Board of Directors
For A Infrastructure Limited**

**Date : May 29, 2018
Place : New Delhi**

**Sd/-
Lokesh Mundra
Company Secretary**

NOTES:

- i. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the business specified above is annexed hereto.
- ii. The Notice of postal ballot has been sent to all the members of the Company whose names appear on the Register of Members / List of beneficial owners from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, July 20, 2018 (Cut-off date). The Notice of postal ballot is being sent to members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Notice of postal ballot are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
- iii. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. A member cannot exercise his vote by proxy on postal ballot.
- iv. The postal ballot notice has been placed on <http://ainfrastructure.com/> and will remain on such website until the last date of receipt of the postal ballot from members.
- v. Voting period will commence from 10.00 a.m. on Thursday, July 26, 2018 and end on 5.00 p.m. on Friday, August 24, 2018 (inclusive of both the days).
- vi. The date of dispatch will be announced through advertisement in newspapers.
- vii. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on Friday, July 20, 2018.
- viii. The postage will be borne and paid by the Company; however envelopes containing postal ballots, if sent by courier or by Registered Post at the expense of the

members will also be accepted. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

- ix. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, notice of postal ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of postal ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of postal ballot along with physical form through post/ courier. Members who have received Notice of postal ballot by e-mail and who wish to vote through physical Form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively download the Form from the Company's website <http://ainfrastructure.com/>
- x. **Voting through electronic means**
 - I. The facility of casting the votes by the members using as electronic voting system (“remote voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. The voting period commences on Thursday, July 26, 2018 (10:00 AM IST) and ends on Friday, August 24, 2018 (5:00 PM IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20.07.2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - III. A person who is not a member on a cut-off date should treat this Notice for information purpose only.
 - IV. The process & manner for e-voting are as under:
 - A. Member whose email IDs are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User Id and Password. Once the members receives the email, he or she will need to go through following steps to complete the e-voting process:
 - a. Open e-mail 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 for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c. Click on Shareholder - Login
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.

- e. The Password change menu appears. Change the password with new password of your choice with minimum 8 digits/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.
- f. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- g. Select “EVEN” of A Infrastructure Limited
- h. Now you are ready for e-Voting as Cast Vote page opens
- i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- j. Upon confirmation, the message “Vote cast successfully” will be displayed
- k. Once you have voted on the resolution, you will not be allowed to modify your vote
- l. Institutional 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 corporatesolutions14@gmail.com with a copy marked to evoting@nsdl.co.in.

- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Members available at the Download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, National Securities Depository Limited, Trade World, ‘A’ wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013 at the designated Email Ids evoting@nsdl.co.in or AmitV@nsdl.co.in or at +91-2499 4600 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at email Id: lokes.h.m@kanoria.org.
- VI. 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.
- VII. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ‘Forgot Password’ option available on the site to reset the password.
- VIII. The voting right of the members shall be proportion to their shares of the paid up equity share

Capital of the Company as on the cut-off date of Friday, July 20, 2018.

- IX. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

EVEN (ELECTRONIC VOTING EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
	Thursday, July, 26, 2018 at 10.00 A.M	Friday, August 24, 2018 till 5.00 P.M.

- X. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting.
- XI. Mr. Anil Kumar Somani, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XII. The Results along with the Scrutinizer’s Report shall be placed on the Company’s website <http://ainfrastructure.com/> and on the website of NSDL immediately after declaration of results by the Chairman or a person authorized. The result shall also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 of the accompanying Notice:

Item no. 1

The Company is presently engaged in the business of manufacture of Asbestos Cement Pressure Pipes Asbestos Cement A.C. Corrugated Roofing Sheets and allied products. Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, require to be so made out as to cover a wide range of activities to enable your Company to consider embarking upon new Projects and Activities.

In order to enable the Company to undertake businesses as mentioned in above resolution, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company. By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014; approval of members by way of special resolution is a prerequisite to amend the objects clause of the Company and thus your approval is sought for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

**By order of the Board of Directors
For A Infrastructure Limited**

**Date : May 29, 2018
Place : New Delhi**

**Sd/-
Lokesh Mundra
Company Secretary**