

ANIL SOMANI & ASSOCIATES

Company Secretaries

212, IInd Floor, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara
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SCRUTINIZER'S REPORT

(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)

To
The Chairman,
A Infrastructure Limited
Hamirgarh 311025, Distt. Bhilwara (Raj.)

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), have been appointed as a Scrutinizer by the Board of Directors ("the Board") of **M/s A INFRASTRUCTURE LIMITED** ("The Company") on 10.03.2018 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:

- 1. Sub-Division of Equity Shares from the face value of Rs.10/- per share to Rs.5/- per share**
- 2. Increase in Authorized Share Capital from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) to Rs. 36,00,00,000 /- (Rupees Thirty Six Crores only)**
- 3. Alteration of the Capital Clause of the Memorandum of Association**
- 4. To approve issue of Bonus Shares in the ratio of 1:1**

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 1988 Shareholders as on 02nd March, 2018. As confirmed by the management, The Company has sent notice along with postage prepaid business reply envelopes by 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 02nd March, 2018. (cut off date).



C. The e-voting period remained open from Tuesday, March, 13, 2018 (10.00 a.m.) to Wednesday, April 11, 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 13.03.2018.

E. In the Postage Pre-Paid Business Reply Envelope the address of my office i.e. 212, IInd Floor, 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 11th April, 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 21 Postal Ballot Envelopes up to the close of working hours on 11th April, 2018.

H. The result of the scrutiny is as under :

Date of Postal Ballot Notice	10th March, 2018
Record date for reckoning voting rights	02nd March, 2018
Date of dispatch of Notice	12th March, 2018
Total No. of Shareholders on record date	1988

	Particular	Physical	Electronic	Total
a.	Total Postal ballot forms received	21	5	26
b.	Total no. of votes casted	10114524	122	10114646
c.	Less : Invalid no. of votes casted	1864551	0	1864551
d.	Valid No. of votes casted (Net)	8249973	122	8250095
e.	Total No. of votes with assent for the Resolution	8249973	122	8250095
f.	Total no. of votes with dissent for the Resolution	Nil	Nil	Nil



The results of the physical postal ballot process are given below:

S. No	Particular of resolution	Type of resolution	Vote in favour (In Numbers)	Vote in favour (In %)	Votes casted against (In Numbers)	Votes casted against (In %)
1	Sub-Division of Equity Shares from the face value of Rs.10/- per share into two (2) equity shares of the face value of Rs. 5/- per share	Ordinary	8249973	100	-	-
2	Increase in Authorized Share Capital from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) to Rs. 36,00,00,000 /- (Rupees Thirty Six Crores only)	Ordinary	8249973	100	-	-
3	Alteration of the Capital Clause of the Memorandum of Association	Ordinary	8249973	100	-	-
4	To approve issue of Bonus Shares in the ratio of 1 (One) Equity Share for every 1 (One) existing fully paid-up equity shares held by the Members by capitalization of free reserves	Special	8249973	100	-	-

The results of e-voting are given below:

S. No	Particular of resolution	Type of resolution	Vote in favour (In Numbers)	Vote in favour (In %)	Votes casted against (In Numbers)	Votes casted against (In %)
1	Sub-Division of Equity Shares from the face value of Rs.10/- per share into two (2) equity shares of the face value of Rs. 5/- per share	Ordinary	122	100	-	-
2	Increase in Authorized Share Capital from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) to Rs. 36,00,00,000 /- (Rupees Thirty Six Crores only)	Ordinary	122	100	-	-
3	Alteration of the Capital Clause of the Memorandum of Association	Ordinary	122	100	-	-
4	To approve issue of Bonus Shares in the ratio of 1 (One) Equity Share for every 1 (One) existing fully paid-up equity shares held by the Members by capitalization of free reserves	Special	122	100	-	-



The Combined results of the e-voting and postal ballot process are given below:

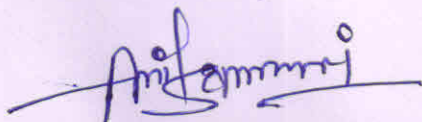
S. No	Particular of resolution	Type of resolution	Vote in favour (In Numbers)	Vote in favour (In %)	Votes casted against (In Numbers)	Votes casted against (In %)
1	Sub-Division of Equity Shares from the face value of Rs.10/- per share into two (2) equity shares of the face value of Rs. 5/- per share	Ordinary	8250095	100	-	-
2	Increase in Authorized Share Capital from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) to Rs. 36,00,00,000 /- (Rupees Thirty Six Crores only)	Ordinary	8250095	100	-	-
3	Alteration of the Capital Clause of the Memorandum of Association	Ordinary	8250095	100	-	-
4	To approve issue of Bonus Shares in the ratio of 1 (One) Equity Share for every 1 (One) existing fully paid-up equity shares held by the Members by capitalization of free reserves	Special	8250095	100	-	-

I. The register, all other papers and relevant records relating to e-voting and postal ballot shall remain in our safe custody until the Chairman/Director considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Result: All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed.

Thanking you.

Yours faithfully




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

Date: 12.04.2018
Place: Bhilwara