

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) and Securities Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009, ("SEBI ICDR Regulations") 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 Wednesday, April 11, 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 Friday, April 13, 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 public shareholders of the Company.

Following Special Businesses are requested to be passed by the members through Postal Ballot:

Item no. 1 – Sub-Division of Equity Shares from the face value of Rs.10/- per share to Rs.5/- per share

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory authority(ies), each of the Equity Share of the Company having a face value of Rs. 10/- each fully paid up, be sub-divided into 2 (TWO) Equity Shares of Rs. 5/- (Rupees Five only) each fully paid up.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into 2 (TWO) Equity Shares of nominal value of Rs. 5/- (Rupees Five Only) each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the Existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to their respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), (which expression shall also include a Committee thereof) be and is hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the SEBI Listing Regulations, 2015, execution of

all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the subdivision of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.”

Item no. 2 – Increase in Authorized Share Capital

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the provision of Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and the Equity Listing Agreement entered into with the Stock Exchange(s) by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, the authorized share capital of the Company be and is hereby increased from Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided 2,60,00,000 (Two Crores Sixty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakhs only) Preference Shares of Rs.100/- (Rupees Hundred only) each to Rs. 36,00,00,000 /- (Rupees Thirty Six Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees five only) each and 11,00,000 (Eleven Lakhs only) Preference Shares of Rs.100 (Rupees Hundred only) each, by creation of additional 2,40,00,000 (Two Crores Forty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to sign the necessary documents and file requisite e-Forms and all other necessary documents with concerned Registrar of Companies and to do all acts, deeds, and things as may be necessary to carry out above purpose.

Item no. 3 – Alteration of the Capital Clause of the Memorandum of Association

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT, pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, and rules issued there under (including any statutory modification or reenactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

V. The Authorized Share Capital of the Company is 36,00,00,000 /- (Rupees Thirty Six Crores only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakhs) Preference Shares of Rs.100 (Rupees Hundred only) each

RESOLVED FURTHER THAT for the purpose of giving effect to the above said resolution, Board of Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to take necessary steps and actions as may be necessary and give such directions as may be necessary and execute all documents, deeds and writings, including but not limited to preparing, executing and filing necessary forms, applications, documents with Registrar of Companies, stock Exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose.

Item no. 4 – To approve issue of Bonus Shares

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 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Foreign Exchange Management Act, 1999 (FEMA) including Regulations and Circulars issued therein, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company and subject to the regulations and guidelines issued by Securities and Exchange Board of India (SEBI), including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable consents, permissions and sanctions, if any, as may be required from Government of India, State Government, Reserve Bank of India, SEBI, Stock Exchanges, Ministry of Corporate Affairs (MCA), Registrar of Companies and/or any other appropriate statutory regulatory authorities, government authorities or departments, institutions or bodies as may be required ('Concerned Authorities'), in this regard and subject to such terms and conditions as may be specified/imposed by such concerned authorities while according such approvals, consent of the Members be and is hereby accorded to the Board for capitalization of sum not exceeding Rs. 10,66,14,250/- (Rupees Ten Crores Sixty Six Lakhs Fourteen Thousand Two Hundred and Fifty only) from the free reserves / capital redemption reserve of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs. 5/- (Rupees Five only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose name appears in the Register of Members maintained by the Company's Registrar and Transfer Agent / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Monday, April 23, 2018, being the "Record Date" fixed by the Board in this regard, in the proportion of 1 (One) Equity Share for every 1 (One) existing fully paid-up equity shares held by the Members.

RESOLVED FURTHER THAT the new equity shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing sub- divided fully paid-up equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these ordinary shares as the Board may determine. .

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby jointly/severally authorized to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto.”

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

**Date: March 10, 2018
Place: Bhilwara**

**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, March 02, 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 Tuesday, March, 13, 2018 and end on 5.00 p.m. on Wednesday, April 11, 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, March 02, 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 an electronic voting system ("remote voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The voting period commences on Tuesday, March, 13, 2018 (10:00 AM IST) and ends on Wednesday, April 11, 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, 02.03.2018, 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: lokesh.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, March 02, 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 |
|--|--|--|
| 108237 | Tuesday, March, 13, 2018 at 10.00 A.M | Wednesday, April 11, 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 to 4 of the accompanying Notice:

Item no. 1 and 4

The equity shares of your Company are listed at BSE Limited. However, the trading comparatively, on a lower side.

With a view to encourage participation of small investors by making equity shares of the Company affordable and at the same time enhancing the liquidity of the Company's equity shares with higher floating stock in absolute numbers thereby expanding the retail shareholders base on one hand and at the same time considering the favorable position of Reserves and Surplus, the Board of Directors in their meeting held on March 10, 2018 has considered it desirable to recommend subdivision of its Equity Shares of Rs. 10/- each into

2 (Two) Equity Shares of Rs. 5/- (Rupees five only) each and a bonus issue of 1 (One) Equity Share for every 1 (One) existing fully paid-up equity shares held by the Members as on the 'record date' to be determined by the Board.

The Company is in compliance of the conditions of and requirements for, issue of Bonus Shares contained in Chapter IX of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as presently in force.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth in Item no. 1 and 4 for the approval of the members as an Ordinary Resolution and Special Resolution respectively.

Item no. 2 and 3

Presently, the authorized share capital of your Company is Rs. 24,00,00,000/- (Twenty Four Crores only) comprising of 1,30,00,000 (One Crore Thirty Lakhs only) Equity Shares of Rs. 10 (Rupees Ten only) each and 11,00,000 (Eleven Lakhs) Preference Shares of Rs.100 (Rupees Hundred only) each.

The Board recommends sub-division of equity shares of Rs. 10/- each into denomination of Rs. 5/-each, subject to approval of members of the Company. Accordingly, pursuant to the said subdivision, as set out in No. 1, the authorized share capital of your Company will be Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided 2,60,00,000 (Two Crores Sixty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakhs) Preference Shares of Rs.100/- (Rupees Hundred only) each.

Thereafter, pursuant to the issuance of bonus shares, as set out in Item No. 4, would require increase in the authorized capital of the Company to Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided 2,60,00,000 (Two Crores Sixty Lakhs) Equity Shares of Rs. 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakhs) Preference Shares of Rs.100/- (Rupees Hundred only) each and consequential amendments to the existing Clause V of the Memorandum of Association.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any. The Board recommends the resolution set forth in Item no. 2 and 3 for the approval of the members as an Ordinary Resolution.

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

**Date: March 10, 2018
Place: Bhilwara**

**Sd/-
Lokesh Mundra
Company Secretary**