

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **37th Annual General Meeting** of the shareholders of **M/s A Infrastructure Limited** (formerly known as "Shree Pipes Limited") will be held on Friday, **29th September, 2017 at 3.00 p.m.** at its registered office at Hamirgarh -311025, Distt. Bhilwara (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017, together with the Reports of the Board Directors and the Auditors thereon.
2. To declare Final Dividend on equity shares for the Financial Year ended 31st March, 2017.
3. To appoint a Director in place of Shri Sanjay Kumar Kanoria (DIN: 0067203) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
4. To appoint statutory Auditor of the Company and in this regard, 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 139, 142 and applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s K.N. Gutgutia & Co. Chartered Accountants, (Firm Registration Number 304153E) be appointed as statutory auditors of the Company, in place of retiring auditors M/s Agiwal and Associates, (Firm Registration Number 000181N), Chartered Accountants, to hold office from the conclusion of this 37th annual general meeting until the conclusion of the 42nd annual general meeting, Subject to rectification by members every year, as applicable, at such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:**5. Ratification of Remuneration to the Cost Auditors**

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Mahendra Singh & Co., Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2017-18 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) excluding goods and service tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

6. To consider and if thought fit, to pass, with or without modification (s), following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kuldeep Kao (DIN: 07882201), who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company."

7. To consider and if thought fit, to pass, with or without modification (s), following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), Mr. Kuldeep Kao (DIN: 07882201) be and is hereby appointed as Whole Time Director, liable to retire by rotation, for a period of 5 years with effect from 29th September, 2017 and remuneration subject to ceiling of Rs. 10 Lacs per annum to be paid is hereby approved, with the liberty and power to the Board of Directors (including its committee constituted for the purpose) to grant increment and to alter and vary from time to time the amount and type of perquisites to be provided to Mr. Kuldeep Kao so as not to exceed the remuneration limit as specified in Schedule V of the Act or any amendment thereof."

RESOLVED FURTHER THAT Shri Sanjay Kumar Kanoria, Managing Director or any other director of the Company, be and is hereby authorized to sign & file necessary forms to ROC and to do all such acts, deeds and things as are necessary to give effect to the aforesaid resolution.

By order of the Board

Sd/-

Lokesh Mundra

Company Secretary

Place : Bhilwara

Date : 30th August, 2017

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting and relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the person seeking re-appointment as Director under item no. 3 of the notice are annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 MEMBER.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members / Proxies / Authorized Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, the 23rd September, 2017 to 29th September, 2017 (both days inclusive) for payment of final dividend.
7. The Final dividend for the financial year ended 31st March, 2017, as recommended by the Board, if approved at the AGM, will be payable on and after 04th October, 2017, to those members who hold shares:
 - A. In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 22nd September, 2017;
 - B. In physical mode, if their names appear in the Register of Members at the close of business hours on 22nd September, 2017. The instruments of transfer in respect of shares held in physical form of the Company should be lodged with BEETAL Financial & Computer Services Private Limited, BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062, so as to reach them on or before the close of business hours on Friday, 22nd September, 2017;
8. a) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable Regulations.
b) Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank

and the MICR Code) to their Depository Participants and also inform any change in bank particulars and address to their Depository Participants in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical mode for printing on dividend warrant to ensure that there is no fraudulent encashment of the warrants.

9. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email ID's with the BEETAL Financial & Computer Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered or members may also register their email id by sending a email on **lokesh.m@kanoria.org**.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including financial statements, Auditor's Report, Board's Report etc. and this notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company or with the company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to **lokesh.m@kanoria.org** mentioning your Folio/DP ID & Client ID.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
12. Members are requested to send all communications relating to shares, unclaimed dividends and change of address etc. to the Registrar and Share Transfer Agents at the following address:

BEETAL Financial & Computer Services Private Limited

BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062

Ph. 011-29961281-283 Fax 011-29961284

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
14. 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 AGM and remote e-voting process in a fair and transparent manner.
15. The Members who have 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.
16. The instructions for e-voting are as under:

The e-voting period begins on Tuesday, 26th September, 2017 at 9.00 a.m. and ends on Thursday, 28th September, 2017 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 22nd September, 2017, 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 AGM(for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :
- I. Initial password is provided as below :

EVEN(E Voting event number)	USER ID	PASSWORD/PIN

- II. Please follow all steps from Sl. No.(ii) to Sl. 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 **26.09.2017 at 9.00 A.M. and ends on 28.09.2017 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 22nd September, 2017, 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 22nd September, 2017.
- 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 AGM :- The members who have not casted their votes through electronically can exercise their voting rights at the AGM.

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 AGM) of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Annual 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 Annual 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 AGM.
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. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
7. 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 Annual General Meeting of the Company.
8. 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 Annual Report. 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 : Bhilwara
Date : 30th August, 2017

Sd/-
Lokesh Mundra
Company Secretary

ANNEXURE TO NOTICE:**Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting**

Particulars	Mr. Sanjay Kumar Kanoria	Mr. Kuldeep Kao
Date of Birth	11.12.1959	01.01.1971
Nationality	Indian	Indian
Date of Appointment	01.10.2015	30.05.2017
Qualification	B.A. (Mathematics) from Boston University, U.S.A.	B.Sc.
Experience	He has vast experience of Managing Pressure pipes and Roofing sheet and sugar manufacturing units	He has vast experience of Managing Pressure pipes and Roofing sheet and other industries.
List of the directorships held in other companies*	<ol style="list-style-type: none"> 1. Lalit Polymers & Electronics Limited 2. Kanoria Sugar & General Mfg. Co. Ltd. 3. Mohindra Udyog Limited 4. Reliance Steels Ltd. 5. Alok Fintrade Private Limited 6. Land Mark Dealers Private Limited 7. Dhoop Chawn Construction & finance Pvt. Ltd. 8. Samman Construction and Finance Pvt. Ltd. 9. Santur Construction and Finance Pvt. Ltd. 10. Tarouni Construction and Finance Pvt. Ltd. 	-
Chairman/ Member in the Committees of the Boards of companies in which he is Director*.	4	-
Number of shares held in the Company	198600	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 5, 6 & 7 of the accompanying Notice dated 30th August, 2017.

Item No. 5

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company. On the recommendation of the Audit Committee at its meeting held on 30th August, 2017, the Board has approved the appointment of M/s. Mahendra Singh & Co., Cost Accountants as the Cost Auditor of the Company for the financial year 2017-18 at a remuneration of Rs. 50,000 (Rs. Fifty Thousand Only), exclusive of reimbursement of service tax and all out

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of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules. Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 5 of the Notice.

Item No. 6 & 7

Mr. Kuldeep Kao was appointed as an Additional Director of the Company with effect from 30th May, 2017 pursuant to provisions of Section 161 of the Companies Act, 2013.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Kuldeep Kao as a Director of the Company.

Mr. Kuldeep Kao, aged 46 years is Bsc. He has rich experience in Asbestos Cement Pipe & other Industry.

In view of Mr. Kuldeep Kao vast experience the Board of Directors at its meeting held on 30th August, 2017 have appointed Mr. Kuldeep Kao, as a Whole Time Director of the Company subject to the approval of the members of the Company for a period of 5 (Five) years with effect from 29th September, 2017.

The term and condition of the appointment of Mr. Kuldeep Kao as the Whole -Time Director of the Company may be summarized as follows:

1. Mr. Kuldeep Kao shall be Whole -Time Director of the Company for a period period of 5 (Five) years with effect from 29th September, 2017.
2. Mr. Kuldeep Kao shall subject to the superintendence, control and direction of the Board of Directors of the Company shall perform the duties and exercise the power referable or in relation thereto and shall also perform such other duties and exercise such further power as may from time to time be entrusted to or conferred upon him by the Board either alone or jointly with any other person or persons as the Board shall determine.
3. In consideration of his services as the Company's Whole -Time Director, Mr. Kuldeep Kao shall be entitled to receive remuneration from the Company subject to ceiling of Rs. 10 Lacs per annum with the liberty and power to the Board of Directors (including its committee constituted for the purpose) to grant increment and to alter and vary from time to time the amount and type of perquisites to be provided.
4. In the event of absence or inadequacy of profits of the Company in any Financial Year during the term of Mr. Kuldeep Kao's appointment hereunder, He shall for that year receive the same remuneration as in clause 3 herein above within the ceiling limits laid down in Part II of Schedule V of the Companies Act, 2013.
5. Mr. Kuldeep Kao shall not so long as he functions as the Whole -Time Director of the Company, be entitled to receive any fee(s) for attending meetings of the Board or Committee thereof.
6. Mr. Kuldeep Kao shall be entitled to reimbursement of other expenses actually and properly incurred by him in connection with the Companies business.

Mr. Kuldeep Kao is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Kuldeep Kao and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 6 and 7 of this Notice is accordingly commended for your approval.

By order of the Board

Place : Bhilwara
Date : 30th August, 2017

Sd/-
Lokesh Mundra
Company Secretary