

# A Infrastructure Limited

Regd. Office & Works : Hamirgarh - 311 025, Distt. Bhilwara (Rajasthan) Phone : 01482-286102, FAX : 01482-286104  
Website: www.ainfrastructure.com, Email:cs@kanoria.org, CIN : L25191RJ1980PLC002077

## **NOTICE TO THE SHAREHOLDERS**

**Notice** is hereby given that the Extra Ordinary General Meeting of the Shareholders of **M/s A INFRASTRUCTURE LIMITED** will be held on Friday, 26<sup>th</sup> November, 2021 at 12.30 p.m. at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001, to transact following business:-

### **SPECIAL BUSINESS:**

**1. Revision of remuneration of Shri Sanjay Kumar Kanoria (DIN: 00067203) Managing Director 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 recommendation of the Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including rules, notifications, any statutory modification or re-enactment thereof from time to time) and such other approvals as may be required and subject to the provisions of the Articles of Association of the Company, approval of the members of the company be and is hereby accorded to the revision in the remuneration of Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company with effect from 01<sup>st</sup> November, 2021 for the remaining period of his present term of appointment upto 07<sup>th</sup> August, 2024, on following terms and conditions:

<b>Particular</b>	<b>Amount/annum</b>
Basic Salary	112.50 Lakh
House Rent Allowance	45.00 Lakh
Special Allowance	70.00 Lakh
Bonus	22.50 Lakh
<b>Total</b>	<b>250.00 Lakh</b>

**“FURTHER RESOLVED THAT** in case the company has no profits or its profits are inadequate in any financial year during the currency of tenure of Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company, the Company will pay minimum remuneration by way of salary, perquisites to Shri Sanjay Kumar Kanoria, subject to the applicable provisions of Schedule V to the Companies Act, 2013.”

**“FURTHER RESOLVED THAT** Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director shall be entitled to be paid/ reimbursed by the company all costs charges and expenses as may be incurred by his on behalf of the Company.”

**RESOLVED FURTHER** that any one of the Director or Company Secretary of the Company be and is hereby authorized to sign & file necessary forms to ROC and to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

By order of the Board

Place: New Delhi

Date: 23<sup>rd</sup> October, 2021

Sd/-

Lokesh Mundra

Company Secretary

**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 (Forty Eight) 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 of EGM 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 October 29, 2021 (“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. In terms of aforesaid “MCA Circulars” and “SEBI Circular”, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. The Notice convening the EGM has been uploaded on the website of the Company at [www.ainfrastructure.com](http://www.ainfrastructure.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM. Corporate Members intending to appoint their authorized representatives to attend the EGM and to vote there at through remote e-Voting are requested to send a certified copy of the Board Resolution/Power of Attorney to the Scrutinizer by e-mail at corporatesolutions14@gmail.com with a copy marked to cs@kanoria.org.

8. 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.

9. Members desiring inspection of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 during EGM may send their request in writing to the Company at cs@kanoria.org.

10. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialised form with effect from 01.04.2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares that are held by them in physical form.

11. Queries, if any, on accounts and operations may please be sent to the Company 7 days in advance of the meeting from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, so as to reach the Company's e-mail address at cs@kanoria.org before 3.00 P.M. on or before 19<sup>th</sup> November, 2021. Queries that remain unanswered at the EGM will be appropriately responded by the Company at the earliest post the conclusion of the EGM.

12. Members are requested to: (a) Notify the change in address, if any, with PIN code numbers immediately to the Company (in case Shares held in physical mode)

(b) Quote their regd. Folio Number/DP and client ID Nos. in all their correspondences with the Company or its Registrar and Share Transfer Agent.

13. SEBI & the Ministry of Corporate Affairs encourage 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, the members may also register their email id by sending an email on **cs@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.

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.

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, 3<sup>rd</sup>Floor, 99, Madangir, behind LSC, New Delhi - 110062**  
**Ph. 011-29961281-283 Fax 011-29961284**

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

14. 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 November 19, 2021, 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. November 19, 2021, 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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, 23<sup>rd</sup> November, 2021 at 09:00 A.M. and ends on Thursday, 25<sup>th</sup> November, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19<sup>th</sup> November, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19<sup>th</sup> November, 2021.**

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [corporatesolutions14@gmail.com](mailto:corporatesolutions14@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@kanoria.org](mailto:cs@kanoria.org)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@kanoria.org](mailto:cs@kanoria.org). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Place: New Delhi  
Date: 23<sup>rd</sup> October, 2021

By order of the Board

Lokesh Mundra  
Company Secretary

## **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 1 of the accompanying Notice dated 23<sup>rd</sup> October, 2021.

### **Item No. 1**

Shri Sanjay Kumar Kanoria (DIN: 00067203) was appointed as Managing Director of the Company for a period of 3 years effective from 08<sup>th</sup> June 2021 by the Board of Directors in its meeting held on 08<sup>th</sup> June 2021 and his appointment was approved by the shareholders of the Company in their Annual General Meeting held on 24<sup>th</sup> September 2021.

Considering the overall growth of the Company, under the dynamic leadership of Shri Sanjay Kumar Kanoria as Managing Director and recommendation of Nomination and Remuneration Committee & Audit Committee, the Board of Directors of the Company in its meeting held on 23<sup>rd</sup> October, 2021 has approved the upward revision of Remuneration of Shri Sanjay Kumar Kanoria, effective from 01<sup>st</sup> November, 2021 for the remaining period of his present term of appointment upto 07<sup>th</sup> August, 2024, subject to the approval of the shareholders of the Company.

The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Shri Sanjay Kumar Kanoria (DIN: 00067203) Managing Director of the Company for the period from 01<sup>st</sup> November, 2021 to June 07, 2024. The details are set out below

- (a) Basis Salary: Rs. 112.50 Lakh per annum.
- (b) House Rent Allowance: Rs. 45.00 Lakh per annum.
- (c) Special Allowance: Rs. 70.00 Lakh per annum.
- (d) Bonus: Rs. 22.50 Lakh per annum.
- (e) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- (f) It is clarified that employees stock options granted / to be granted to Shri Sanjay Kumar Kanoria (DIN: 00067203), from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisite value of stock options exercised shall be in addition to the remuneration under (a) above.
- (g) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites.
- (h) Reimbursement of Expenses:  
  
Expenses incurred for travelling, board and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.
- (I) General:  
  
(i) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the

Board and the functions of the Managing Director will be under the overall authority of the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Managing Director shall adhere to the Company's Code of Conduct.

(iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

In case the company has no profits or its profits are inadequate in any financial year during the currency of tenure of Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company, the Company will pay minimum remuneration by way of salary, perquisites to Shri Sanjay Kumar Kanoria, subject to the applicable provisions of Schedule V to the Companies Act, 2013."

Details of Shri Sanjay Kumar Kanoria (DIN: 00067203) are provided in "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

## **STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.**

### **I. General Information**

- 1. Nature of industry:** The Company is engaged into manufacturing of Asbestos Cement Pressure PipesAsbestos Cement A.C. Corrugated Roofing Sheets and allied products.
- 2. Date of commencement of commercial production:** The Company carries on manufacturing of Asbestos Cement Pressure PipesAsbestos Cement A.C. Corrugated Roofing Sheets and allied products business since its incorporation.

### **3. Financial performance based on given indicators: Standalone Financial Results:**

<b>Particular</b>	<b>Rs. in Lakh</b>		
	<b>2020-21</b>	<b>2019-20</b>	<b>2018-19</b>
Profit (Loss) after Tax	620.67	367.48	842.98
Net Worth	6164.09	5516.00	5197.83
Earnings Per Share	1.46	0.86	2.05
Turnover	26812.55	24878.93	26035.35

### **II. Information about the Appointee**

#### **1. Background details:**

The background details and profile of Shri Sanjay Kumar Kanoria (DIN: 00067203) are provided in "Annexure" to the Notice.

#### **2. Past remuneration:**

The remuneration paid/payable to Managing Director and Whole-time Director(s) for the last financial year 2020-2021 is as follows:

<b>(Rs. In Lakh)</b>	
<b>Name of the Directors</b>	<b>Remuneration paid/payable for 2020-2021 (including contribution to PF)</b>
Mrs. Priyadarshini Kanoria	75.44
Mr Rajiv LallAdya	18.34
Mr Anish Kanoria	15.68
Mr Kuldeep Kaw	5.27

Based on the computation of Effective capital, the permissible limit of remuneration as per Schedule V of the Act, for the Managing Director/Whole-time Director(s) is Rs. 84.00 Lakhs p.a. each, in the event of inadequacy of profit. Further the remuneration in excess of above limits may be paid if the resolution passed by the shareholders is a special resolution.

### **3. Job Profile and suitability:**

Shri Sanjay Kumar Kanoria (DIN: 00067203), Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards the growth and overall performance of the Company. He has extensive experience in the Asbestos Cement Pressure Pipes, Asbestos Cement Corrugated Roofing Sheets and allied products.

### **4. Remuneration Proposed:**

Details of remuneration proposed for approval of the Shareholders at this Extra-ordinary general meeting of the Company are as provided in the respective resolutions

### **5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The current remuneration being paid to the Managing Director/Whole Time Director (looking at the profile of the position and person) is lower than the remuneration being paid by the Companies of comparable size in the industry in which the Company operates.

### **6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Apart from the remuneration and perquisites paid to Shri Sanjay Kumar Kanoria as Managing Director and Smt. Priyadarshini Kanoria wife of Shri Sanjay Kumar Kanoria as stated above and their respective shareholding held directly or indirectly in the Company, They do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

Shri Sanjay Kumar Kanoria (DIN: 00067203) and Smt. Priyadarshini Kanoria wife of Shri Sanjay Kumar Kanoria are interested in the resolution set out at Item No. 06 of the Notice.

The relatives of Shri Sanjay Kumar Kanoria (DIN: 00067203) may be deemed to be interested in the resolution set out at Item No. 01 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set out at Item No. 01 of the Notice for approval by the members.

By order of the Board

Place: New Delhi

Date: 23<sup>rd</sup> October, 2021

Sd/-  
Lokesh Mundra  
Company Secretary

## ANNEXURE

PURSUANT TO REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, INFORMATION ABOUT THE MANAGING DIRECTOR IS FURNISHED BELOW:

<b>Particular</b>	Shri Sanjay Kumar Kanoria
<b>DIN</b>	00067203
<b>No. of Board Meeting attended during financial year 2020-21</b>	-
<b>AGE</b>	62 Years
<b>Nationality</b>	Indian
<b>Date of Appointment/Reappointment</b>	08/06/2021
<b>Qualification</b>	B.A. (Mathematics) from Bostan University, U.S.A.
<b>Expertise in specific functional areas</b>	He has vast experience of Managing Pressure pipes and Roofing sheet and sugar manufacturing units.
<b>Directorship held in other public companies (excluding foreign companies)</b>	Nil
<b>Membership/Chairmanship of committees of other Indian public Companies</b>	Nil
<b>Number of share held in the company</b>	Nil
<b>Relationship with other Directors</b>	Husband of Smt. Priyadarshini Kanoria

**FORM NO.MGT- 11  
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

CIN : L25191RJ1980PLC002077  
Name of company : A INFRASTRUCTURE LIMITED  
Registered office : HAMIR GARH, BHILWARA RAJASTHAN 311025

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

1. Name : .....  
Address :  
E-mail Id :  
Signature : ....., or failing him

2. Name : .....  
Address :  
E-mail Id :  
Signature : ....., or failing him

3. Name : .....  
Address :  
E-mail Id :  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on 26.11.2021 at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution	
1.	<b>Revision of remuneration of Shri Sanjay Kumar Kanoria (DIN: 00067203) Managing Director of the Company</b>

Signed this..... day of..... 2021  
Signature of shareholder

Please affix Revenue Stamp
----------------------------------

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.



# A Infrastructure Limited

## ATTENDANCE SLIP

### EXTRA-ORDINARY GENERAL MEETING ON 26<sup>th</sup> NOVEMBER, 2021

R.F. No./DPID \_\_\_\_\_

Mr./Mrs./Miss \_\_\_\_\_  
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Extra-Ordinary General meeting of the company on 26.11.2021 at Hotel Radianc, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001

(If signed by proxy, his name should be  
Written in block letters)

(Shareholders/proxy's Signature) \_\_\_\_\_

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

## ROUTE MAP TO THE EGM VENUE

Venue: Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001

