

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 SHAREHOLDERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ('EGM') of the Members of A Infrastructure Limited will be held on Tuesday, June 28, 2022 at 11:30 a.m. at Hotel Delice, Old RTO Rd, Gandhi Nagar, Bhilwara, Rajasthan – 311001, to transact the businesses as mentioned below:

SPECIAL BUSINESS:

Resolution No. 1

Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from ₹36,00,00,000 (Rupees Thirty Six Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each to ₹ 61,00,00,000 /- (Rupees Sixty-One Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each, by creation of additional 5,00,00,000 (Five Crore) equity shares of ₹5/- (Rupees Five only) each ranking pari passu with the existing equity share of the Company and consequent to above said increase in the authorized equity share capital, the existing Clause V of the Memorandum of Association of the Company, be and is hereby replaced with the following new Clause V:

“v. The Authorized Share Capital of the Company is Rs. 61,00,00,000 /- (Rupees Sixty-One Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of Rs.100 (Rupees Hundred only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Lokesh Mundra, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments, and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

Resolution No. 2

Issue of Bonus Equity Shares:

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, (including any statutory modification(s) or re-enactment thereof from the time being in force, the enabling provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), along with consents, permissions and sanctions, if any, as may be required from Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC) and/or any other appropriate statutory regulatory authorities, government authorities or departments, institutions or bodies as may be required in this regard, approval of the shareholders be and is hereby accorded to the Board for capitalization of such sum out of free reserves and/or such other account as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of ₹ 5/- (Rupees Five only) each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date (“Record Date”) as may be fixed in this regard by the Board/ Committee thereof, in the proportion of 1 (One) fully paid up equity share for every 1 (One) existing fully paid up equity share held by the Members and that the Bonus shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Share Capital of the Company held by each such member.;

RESOLVED FURTHER THAT the equity shares of ₹ 5/- (Rupees Five only) each to be issued and allotted as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend (s) and any other corporate actions to be declared after the bonus shares are allotted;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs), Foreign Institutional Investor (FIIs) and other foreign investors of the Company will be subject to the approval of the RBI, if applicable and as may be necessary;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company and Mr. Lokesh Mundra, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents,

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

instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approval from the Stock Exchange, and to settle any question, difficulty or doubt that may arise in regard thereto.”

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

**Place : New Delhi
Date : May 30, 2022**

**Sd/-
Lokesh Mundra
Company Secretary**

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

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. 1-2 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.
3. 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.
4. 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.
5. Members/Proxies should bring the enclosed Attendance Slip, duly filled in, for attending the EGM.
6. The Notice 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 Friday, May 27, 2022 (“Record Date”).
7. 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.
8. The Notice of the EGM is being sent by electronic mode to all the Members, whose e-mail addresses are registered with the Depositories. The Notice of the EGM is also posted on the website of the Company, www.ainfrastructure.com and that of National Securities Depository Limited (NSDL), evoting@nsdl.co.in.
9. 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 Tuesday, June 21, 2022, 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 dispatch of the Notice of the EGM and prior to the cut-off date i.e., Tuesday, June 21, 2022, 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.

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

- 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 Saturday, June 25, 2022 at 9:00 A.M. (IST) and ends on Monday, June 27, 2022 at 5:00 P.M. (IST). 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., Tuesday, June 21, 2022, 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 Tuesday, June 21, 2022.

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ 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 “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting

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

Type of shareholders	Login Method
	<p>period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 2. 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. 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 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. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

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

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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.

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

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

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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 use 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,

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

- 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:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period..
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [Abhishek Mishra at evoting@nsdl.co.in](mailto:Abhishek.Mishra@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 lokesh.m@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 lokesh.m@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 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.

VOTING AT EGM: -The members who have not casted their votes through electronically can exercise their voting rights at the EGM.

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.

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

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 at least two witnesses (not in the employment of the Company) and make a Scrutinizer's Report (including result of polling at EGM) of the votes cast in favour or against, if any, forthwith to the Chairman.
3. The Results shall be declared at or after the Extra-Ordinary 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 Extra-Ordinary 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 EGM.
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. 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 Extra-ordinary General Meeting of the Company.
7. 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 notice. 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
For A Infrastructure Limited**

**Sd/-
Lokesh Mundra
Company Secretary**

**Place: New Delhi
Date : May 30, 2022**

A Infrastructure Limited

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

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

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice dated May 30, 2022:

Item No. 1 & 2

Issue of Bonus Equity Shares and Increase in the Authorized Share Capital and Consequent Alteration in Capital Clause of Memorandum of Association of the Company

With a view to share the prosperity with the shareholders, expand the retail shareholders base and increasing the liquidity of the equity shares of the Company, the Board of Directors (the ‘Board’) at their meeting held on May 30, 2022, subject to the approval of the members of the Company has approved and recommended a bonus issue of 1 (One) equity share for every 1 (One) existing equity share held as on the ‘Record Date’ to be determined by the Board.

The current Authorised Share Capital of the Company is ₹36,00,00,000 (Rupees Thirty Six Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each. The issue of bonus equity shares as aforesaid would require increase in the Authorised Share Capital of the Company and consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The Board at its meeting held on May 30, 2022 has proposed to increase the Authorised Share Capital to ₹61,00,00,000 /- (Rupees Sixty-One Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 5/- (Rupees Five only) each and 11,00,000 (Eleven Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each, by creation of additional 5,00,00,000 (Five Crore) equity shares of ₹5/- (Rupees Five only) each ranking pari passu with the existing equity share of the Company.

Pursuant to the provisions of 63 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company, regulations issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities, the increase in Authorized Share Capital, alteration of the Capital Clause of the Memorandum of Association and issue of bonus shares of the Company require the approval of the Members. Accordingly, approval of the Members is being sought to issue bonus equity shares by capitalizing reserves, as per the Articles of Association of the Company and to consequently alter the Capital clause of the Memorandum of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding.

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

Accordingly, the Board recommends the Resolutions No.1 and 2 to be passed as Ordinary Resolutions by the Members of the Company, on the terms and conditions set out in the Resolutions.

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

**Place: New Delhi
Date : May 30, 2022**

**Sd/-
Lokesh Mundra
Company Secretary**

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

Form No. MGT - 11 PROXY FORM

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.

Name of the member (S) :
Address : mail ID :
Signature : or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the Tuesday, 28th June, 2022 at 11.30 a.m. at Hotel Delice, Old RTO Rd, Gandhi Nagar, Bhilwara, Rajasthan - 311001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1. Increase in Authorized Share Capital and consequent alteration of the Memorandum of Association of the Company:
2. Issue of Bonus Equity Shares

Signed this day of 20.....

Signature of Shareholder

Affix Re.1 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

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

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING - TUESDAY, THE 28TH DAY OF JUNE, 2022

(To be handed over at the entrance of the meeting hall to be filled in block letters)

Regd. Folio No./DP id No.*/Client id No.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	
Name of Proxy	

I hereby record my presence at the Extraordinary General Meeting of the Company held at Hotel Delice, Old RTO Rd, Gandhi Nagar, Bhilwara, Rajasthan - 311001 on Tuesday, 28th June, 2022 at 11.30 a.m.

.....
Member/Proxy Name in Block Letters

.....
Member /Proxy Signature

(To be signed at the time of handing over this slip)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

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

ROUTE MAP TO THE EGM VENUE

Venue: Hotel Delice, Old RTO Rd, Gandhi Nagar, Bhilwara, Rajasthan - 311025

