

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-5, Ganpati Complex, Bhilwara, Rajasthan- 311025

Email Id: corporatesolutions14@gmail.com, (M) 09166611876

Scrutinizer's Report

To,
The Chairman,
M/s A INFRASTRUCTURE LIMITED
Hamirgarh, Dist. – Bhilwara Rajasthan - 311025

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on Remote E-Voting and poll for Extra-Ordinary General Meeting of Equity Shareholders held on Friday, 07th April, 2023

Pursuant to the resolution passed by the Board of directors of **A INFRASTRUCTURE LIMITED** (hereinafter referred to as "company") on 10th March, 2023, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the Extra-Ordinary General meeting (hereinafter referred to as "EGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the EGM of the members of the company.

To enable wider participation of equity shareholders, pursuant to the provisions of section 108 of the Companies Act, 2013 and rules framed thereunder vide The companies (Management and administration) Rules, 2014 including The companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 and SEBI's circular no.CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated April 17, 2014, every company having its equity shares listed on recognized stock exchange, is required to provide remote e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meeting or through postal ballot. Since the company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, remote e-voting which has been made applicable, the company provided for the same.

The company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred as "NSDL"), depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, BEETAL Financial & Computer Services Pvt. Ltd. (herein after referred as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsdl.com>.

The company through RTA has also uploaded the resolutions in which remote e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the EGM notice dated 10th March, 2023. The members of the company as on the cut-off date i.e. 31st March, 2023 were entitled to vote on the resolutions contained in the notice to the EGM of the members of the company.

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Further to the above, I submit my report as under: -

1) As confirmed by management, the EGM notice dated 10th March, 2022 under section 101 of the Companies Act, 2013 was dispatched to 2735 (Two Thousand Seven Hundred and Thirty Five) shareholders (cutoff date for sending EGM notice is March 10, 2023) by electronic means via e-mail respectively on or before 13th March, 2023.

2) As stated in sub rules 4 of rule 20 of the companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of the (Management and Administration) Rules, 2014 an advertisement was published by the company on 15th March, 2023 in “The Financial Express.” English newspaper and “Rajasthan Patrika”, vernacular newspaper, informing about the completion of the dispatch of the EGM notices, by electronic means via e-mail, to the shareholders along with other related matters mentioned therein.

3) The remote e-voting period remained open Tuesday, 04th March, 2023 at 09:00 A.M. and ends on Thursday, 06th March, 2023 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 31st March, 2023 were entitled to vote on the resolutions.

5) The empty polling box was locked and sealed in the presence of members. After the conclusion of voting at EGM, votes cast at the meeting were counted first and the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the company.

6) The total number of fully paid up shares of the company outstanding as on 31st March, 2023 were 85291400. As on cut-off date, out of 3387 shareholders, 27 (Twenty Seven) shareholders have exercised their votes through remote e- voting and 17 (Seventeen) shareholders has exercised their vote through poll at the EGM. 27 shareholders were present at the meeting held on 07th April, 2023. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: Change of Name of the Company from ‘A Infrastructure Limited’ to ‘Kanoria Energy & Infrastructure Limited’ and consequential amendment to the Memorandum of Association and Articles of Association of the Company

Total No. of shareholders	3387		
Total No. of shares	85291400		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	27	63075317
Total votes cast through polling at EGM	B	17	1594
Grand Total of remote e-voting /polling at EGM (A+B)	C	44	63076911
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	3	74
Net remote e-voting/polling at EGM(c-d)	E	41	63076837

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SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	63070280	63070280	100.00	63070280	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	63070280	63070280	100.00	63070280	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	22221120	5037	0.0227	4987	50	99.0073	0.9927
	POLL		1520	0.0068	1520	0	100.00	0.00
	TOTAL	22221120	6557	0.0295	6507	50	99.2375	0.7625
TOTAL		85291400	63076837	73.9545	63076787	50	99.9999	0.0001

RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9999%, I report that the special resolution as set out in the notice of EGM dated 10th March, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

Resolution 2: To Change designation of Shri Pradeep Sahani (DIN: 07554457) from Independent Director to Non-Executive Non Independent Director

Total No. of shareholders	3387		
Total No. of shares	85291400		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	27	63075317
Total votes cast through polling at EGM	B	17	1594
Grand Total of remote e-voting /polling at EGM (A+B)	C	44	63076911
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SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	63070280	63070280	100.00	63070280	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	63070280	63070280	100.00	63070280	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	22221120	5037	0.0227	5037	0	100.00	0.00
	POLL		1520	0.0068	1520	0	100.00	0.00
	TOTAL	22221120	6557	0.0295	6557	0	100.00	0.00
TOTAL		85291400	63076837	73.9545	63076837	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100%, I report that the ordinary resolution as set out in the notice of EGM dated 10th March, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

Resolution 3: Issue and Offer 5,48,850 Redeemable Preference Shares on a Private Placement basis

Total No. of shareholders	3387		
Total No. of shares	85291400		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	27	63075317
Total votes cast through polling at EGM	B	17	1594
Grand Total of remote e-voting /polling at EGM (A+B)	C	44	63076911
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	3	74
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SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	63070280	63070280	100.00	63070280	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	63070280	63070280	100.00	63070280	0	100.00	0.00
Public - Institutions	E-VOTING	0	0	0.00	0	0	0.00	0.00
	POLL		0	0.00	0	0	0.00	0.00
	TOTAL	0	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	22221120	5037	0.0227	5037	0	100.00	0.00
	POLL		1520	0.0068	1520	0	100.00	0.00
	TOTAL	22221120	6557	0.0295	6557	0	100.00	0.00
TOTAL		85291400	63076837	73.9545	63076837	0	100.00	0.00

RESULT: -

Since, the number of votes cast in favour of the resolution is 100%, I report that the special resolution as set out in the notice of EGM dated 10th March, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of EGM.

I further report that as per the notice dated 10th March, 2023 the chairman may declare and confirm the above result. The result of EGM together with the Scrutinizer's Report would be displayed on the company's website www.ainfrastructure.com and on the website of NSDL and shall also be communicated to the stock Exchange.

I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them as also a register recording the consent or otherwise received from the shareholders, voting through polling at EGM, which includes all the particulars of the shareholders such as the name, folio number /DPID/client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the chairman /company secretary of the company.

The report may be treated as a report under section 109 of the companies Act, 2013 and rule 21(2) of the companies (Management and Administration) Rules 2014.

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I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at EGM.

Yours Faithfully,

Name and Signature of the Scrutinizer

Anil Kumar Somani

Practicing Company Secretary

COP: 13379

UDIN number A036055E000036110

Date: 07.04.2023

Place: Bhilwara

Countersigned by

Kuldeep Kaw

Director

A Infrastructure Limited