

KANORIA ENERGY & INFRASTRUCTURE LIMITED

(Formerly known as 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

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of Kanoria Energy & Infrastructure Limited (Formerly known as A INFRASTRUCTURE LIMITED) will be held on Tuesday, January 16, 2024 at 12:30 p.m. at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001, to transact the following business: -

1. Increase in borrowing limits from Rs. 300 crores to Rs. 500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company in Annual General Meeting held on 26th September, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (‘hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution’) to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/nonconvertible debentures, external commercial borrowings (loans/bonds) or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores only).

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise

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its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed Rs. 500 Crores (Rupees Five Hundred Crores only) as approved under Section 180(1)(c) of the Act."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

Item No. 3: To invest upto Rs. 300.00 Cr towards setting up 250 KLPD Grain Based Fuel Ethanol Plant at Hargarh, District Jabalpur, Madhya Pradesh.

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

"RESOLVED THAT pursuant to the provisions of Section 179 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for investment of upto Rs. 300.00 Cr towards setting up 250 KLPD Ethanol Plant with 7 MW Cogen Power Plant with Zero Liquid Discharge, Green field Project at Plot No. 17,18,19 & 20 Phase II, Hargarh Industrial Area, Tehsil Sihora, District Jabalpur, Madhya Pradesh, 483 225 under ethanol blending programme (EBP) of Government of India," and it was,

"FURTHER RESOLVED THAT M/s Sanjay Kumar Kanoria, Managing Director and Rakesh Saxena, Vice President (Finance) of the Company be and are severally authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

4. Issue and Offer of Redeemable Preference Shares on a Private Placement basis

To consider and, if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Sections 42, 55, 62 and such other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as amended from time to time and subject to the Memorandum and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or persons nominated by the Board, exercising the powers conferred on the Board by this Resolution, for the time being) or as may be prescribed or

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imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, consent of the members of the Company be and is hereby accorded to the Board to create, offer and/or invite to subscribe, issue and allot, for cash at par, upto 29,98,850 Redeemable Preference Shares ("RPS") of Rs.100/- each for an aggregate amount not exceeding Rs. 29,98,85,000 (Rupees Twenty Nine Crores Ninety Eight Lakh Eighty Five Thousand only), including the issue and allotment of RPS, on a private placement basis, to such person or persons, whether or not they are Member(s) of the Company, and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER that in accordance with the provisions of Section 55 of the Act and the Companies (Share Capital and Debentures) Rules, 2014, the particulars in respect of Offer are, as under:

- (i) RPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (ii) RPS shall be non-participating in the surplus funds;
- (iii) RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- (iv) RPS shall not be convertible into equity shares;
- (v) RPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- (vi) RPS shall be redeemable."

"RESOLVED FURTHER that the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/ statutory authorities and authorise the officials of the Company for the aforesaid purpose, as deemed fit."

Place: New Delhi

Date: 30th November, 2023

By order of the Board

Sd/-

Lokesh Mundra
Company Secretary

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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. 1-4 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, December 15, 2023 (“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, January 09, 2024, 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., January 09, 2024, shall

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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 Saturday, January 13, 2024 at 9:00 A.M. (IST) and ends on Monday, January 15, 2024 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, January 09, 2024, 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, January 09, 2024.

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

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Type of shareholders	Login Method
	<p>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 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> <p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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/loginor or www.cdslindia.com and click on New System Myeasi.</p> <p>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.</p>

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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?

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.

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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 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’.

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- (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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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 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.

General Guidelines for shareholders

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.

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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

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.
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.

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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 KANORIA ENERGY & INFRASTRUCTURE LIMITED
(Formerly known as A INFRASTRUCTURE LIMITED)

Place: New Delhi
Date : November 30, 2023

Sd/-
Lokesh Mundra
Company Secretary

KANORIA ENERGY & INFRASTRUCTURE LIMITED

(Formerly known as 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

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the businesses mentioned under Item Nos. 1 to 04 of the accompanying Notice dated 30th November, 2023.

Item No. 1 & 2

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the resolutions as set out at Item nos. 1 & 2 for approval by the members of the Company as Special Resolutions.

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

Item: 3

Keeping in view divarication of business at the meeting of the Board of Directors of the Company ("Board") held on November 30, 2023, the Board of Directors approved investment of upto Rs. 300.00 Cr setting up 250 KLPD Ethanol Plant with 7 MW Cogen Power Plant with Zero Liquid Discharge, Green field Project at Plot No. 17,18,19 & 20 Phase II, Hargarh Industrial Area, Tehsil Sihora, District Jabalpur, Madhya Pradesh, 483 225 under ethanol blending programme (EBP) of Government of India, subject to approval of the shareholders of the company. Considering market demand of ethanol, the Board has view that after the successful commissioning of the project, growth of the company will be faster.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item nos. 3 for approval by the members of the Company as Special Resolutions.

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

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Item No. 4

At the Meeting of the Board of Directors of the Company (“Board”) held on November 30, 2023, the Board of Directors had, pursuant to the provisions of Sections 42, 55 and 62 of the Companies Act, 2013 (“Act”) and the Rules framed there under, decided to obtain approval of members of the Company by way of special resolution for issue and offer not exceeding 29,98,850 Redeemable Preference Shares (“RPS”) of Rs.100/- each for an aggregate amount not exceeding Rs. 29,98,85,000 (Rupees Twenty Nine Crores Ninety Eight Lakh Eighty Five Thousand only), for cash at par, on such terms and conditions as may be determined by the Board.

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

The approval of the Members is accordingly being sought by way of Special Resolution under Sections 42, 55 and 62 of the Act read with the Rules framed there under, for the issue and offer of RPS by way of Offer (Rs. 29,98,85,000) and to allot the RPS, on a private placement basis, on the terms and conditions set out hereunder.

Given below are the terms of issue of the RPS and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer:

- (i) The RPS shall be non-participating and non-convertible.
- (ii) The objective of each of the issues is to:
 - a) make fresh investments and / or grant loans and / or intercorporate deposits by the Company as permitted and / or as specifically approved by the Board; and / or
 - b) any capital expenditure as may be approved by the Board; and / or
 - c) any other activity that may be permitted to be carried out by Company or general corporate purpose.
- (iii) The RPS will be issued and offered on a private placement basis in accordance with the provisions of Section 42 of the Act and the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- (iv) Other terms over and above those mentioned in the Resolution:

Issue size	Upto 29,98,850 Redeemable Preference Shares (“RPS”) of Rs.100/- each for an aggregate amount not exceeding Rs. 29,98,85,000 (Rupees Twenty Nine Crores Ninety Eight Lakh Eighty Five Thousand only), in one or more tranche(s)
Issue Price	The RPS will be issued at par i.e. Rs.100/- per share.

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Basis on which price has been arrived	Not Applicable since the issue is at par.
Offer Period	To be determined by the Board.
Rate of Dividend	To be determined by the Board. The RPS are Non-Cumulative.
Listing	The RPS will not be listed.
Manner and Mode of Redemption	Redemption at par in accordance with Section 55 of the Act, out of profits available for distribution as dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption.
Terms of Redemption	Not exceeding 10 years with or without a put / call option, as may be determined by the Board
Expected Dilution in Equity Capital upon conversion of Preference Shares	Nil, since the RPS are non-convertible.
Voting right	RPS shall carry voting rights as per the provisions of Section 47(2) of the Act
Detail of proposed allottees	RPS proposed to be allotted to promoters, Promoters group companies and other related parties.
Credit Rating	To be rated by ICRA/CARE/CRISIL or any other rating agency, if required.

(v) The shareholding pattern of the Company as on November 30, 2023 is, as under:

EQUITY SHARES (Face Value Rs. 5)				
S. No.	Name of the Member	No. of shares	Amount	Percentage (%)
1.	Promoters & Promoters Group	63070280	315351400	73.95
2.	Public shareholding	22221120	111105600	26.05
	Total	85291400	426457000	100.00

PREFERENCE SHARES (Face Value Rs. 100)				
S. No.	Name of the Member	No. of shares	Amount	Percentage (%)
1.	Smt. Prabha Devi Kanoria	21000	21,00,000	2.10
2.	Indra Builcon Pvt. Ltd.	50150	50,15,000	5.10
3.	Ms. Saraswati Kanoria	1,00,000	1,00,00,000	9.99
4.	Dhoop Chawn Construction & Finance Pvt. Ltd.	46,000	46,00,000	4.59

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5.	Samman Construction and Finance Pvt. Ltd.	90,000	90,00,000	8.99
6.	Santur Construction and Finance Pvt. Ltd.	83,000	83,00,000	8.29
7.	Tarouni Construction and Finance Pvt. Ltd.	46,000	46,00,000	4.59
8.	Shri Anish Kanoria	2,00,700	2,00,70,000	20.05
9.	Kanoria Properties Private Limited	2,01,800	2,01,80,000	20.16
10.	Alok Fintrade Private Limited	11,000	11,00,000	1.10
11.	Anchal Fintrade Private Limited	26,500	26,50,000	2.65
12.	B S Traders Private Limited	40,000	40,000,00	4.00
13.	Ganga Projects Private Limited	65000	65,00,000	6.49
14.	Landmark Dealers Private Limited	3000	3,00,000	0.30
15.	Pranjal Investments Private Limited	17,000	17,00,000	1.70
	Total	10,01,150	10,01,15,000	100.00

(vi) The issue of RPS is in accordance with the provisions of the Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company or in payment of dividend due on any preference shares issued by the Company.

The Board recommends the Resolution set out at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company as a special resolution.

The Directors or Key Managerial Persons of the Company or their respective relatives may be deemed to be concerned or interested in the Resolution to the extent of the RPS that may be subscribed to by them or by the companies / firms in which they are interested.

By order of the Board

Place: New Delhi

Date: 30th November, 2023

Sd/-

Lokesh Mundra
Company Secretary

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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, January 16, 2024 at 12.30 a.m. at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Increase in borrowing limits from Rs. 300 crores to Rs. 500 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher
2. Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.
3. To invest upto Rs. 300.00 Cr towards setting up 250 KLPD Grain Based Fuel Ethanol Plant at Hargarh, District Jabalpur, Madhya Pradesh.
4. Issue and Offer of Redeemable Preference Shares on a Private Placement basis

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.

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ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING - TUESDAY, THE 16TH DAY OF JANUARY, 2024

(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 on Tuesday, January 16, 2024 at 12:30 a.m. at Hotel Radiance, Pragati Path, Chittorgarh Road, Bhilwara, Rajasthan 311001

.....
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
127395		

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ROUTE MAP TO THE EGM VENUE

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

