

ANIL SOMANI & ASSOCIATES

Company Secretaries

B-4, Ganpati Complex, Near Vishal Mega Mart, Pur Road, Bhilwara

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SCRUTINIZER'S REPORT

To
The Chairman,
A Infrastructure Limited,
Hamirgarh, Bhilwara,
Rajasthan - 311025

Dear Sir,

I, Anil Kumar Somani, Practicing Company Secretary, appointed as a Scrutinizer by the Board of Directors ("the Board") of A Infrastructure Limited for seeking approval of the shareholders by way of **Special Resolution** for :

- 1. Authorization to the Board for Sale, transfer, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate movable or immovable assets of the company.**
- 2. Authorization to the Board for Loan/Guarantee/Security and Investment by the company.**
- 3. Adoption of new set of Articles of Association.**
- 4. Authorization to the Board for Related Party Transactions.**

I hereby submit my report as under :

A. I had given consent to act as a Scrutinizer for the said Postal Ballot process vide my letter date 15.04.2015.

B. The Company had offered e-voting facility as an alternative to all its members, which enabled the members to cast votes electronically instead of physically submitting duly filled in Postal Ballot Form. The instructions on e-voting were provided in the notice. The e-voting facility was made available using the National Securities Depository Limited (NSDL) platform.

C. The company was having 1959 Shareholders as on 24th April, 2015. The Company has sent notice along with postage prepaid business reply envelopes by post (and electronically by email to all those members who have registered their email IDs with the Company or Depository Participant) to all the Members whose name(s) appeared on the Register of Members/ Record of Depositories as on 24th April, 2015 (cut off date).



D. A Public Notice that the Company had sent Postal Ballot Notice along with other documents to the Shareholders was published in the Financial Express (English Newspaper) and Rajasthan Patrika (Regional Language) on 07.05.2015.

E. In the Postage Pre-Paid Business Reply Envelope the address of my office i.e. B-4, Ganpati Complex, Near Vishal Mega Mart, Bhilwara, Rajasthan - 311001 was given and hence the same were delivered to me.

F. I was received 26 Postal Ballot Envelopes up to the close of working hours on 04th June, 2015. All the Postal Ballot Envelopes were opened in my presence. The particulars of all Postal Ballot received from the Shareholders were entered in the Register in electronic form separately maintained for the purpose. For the purpose of my report, The Postal Ballots received up to the close of working hours on 04th June, 2015 were scrutinized by me for the purpose of ascertaining assent, dissent of Shareholders to the Special Resolution and the invalid Postal Ballots.

G. At the end of the voting period on 04th June, 2015, the votes cast through e-voting facility were duly unblocked in the presence of Shri Hanumaan Baser and Shri Bhagwan Laddha who are not in the employment of the Company.

H. The result of the scrutiny is as under :

(1) Result of Postal Ballot for Sale, transfer, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate movable or immovable assets of the company.

Details of Resolution	Special Resolution for authorizing the Board of Directors to Sale, transfer, lease or otherwise dispose of or to create charge, mortgage and/or hypothecate movable or immovable assets of the company.
Resolution required	Special Resolution
Date of Postal Ballot Notice	24th April, 2015
Record date for reckoning voting rights	24th April, 2015
Date of dispatch of Notice	05th May, 2015
Total No. of Shareholders on record date	1959

	Particular	Physical	Electronic	Total
a.	Total Postal ballot forms received	26	4	30
b.	Total no. of votes casted	7791635	300	7791935
c.	Less : Invalid no. of votes casted	1400	-	1400
d.	Valid No. of votes casted (Net)	7790235	300	7790535
e.	Total No. of votes with assent for the Resolution	7790235	300	7790535
f.	Total no. of votes with dissent for the Resolution	Nil	Nil	Nil



Physical Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(3)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1500	1500	0.39 %	1500	NIL	100 %	NIL
Total	10661425	NIL	7790235	7790235	73.07 %	7790235	NIL	100 %	NIL

** Includes Body Corporates

E-Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(3)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	300	300	0.078 %	300	NIL	100 %	NIL
Total	10661425	NIL	300	300	0.003 %	300	NIL	100 %	NIL



Combined Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1800	1800	0.47%	1800	NIL	100 %	NIL
Total	10661425	NIL	7790535	7790535	73.07 %	7790535	NIL	100 %	NIL

Voted in favour of the Resolution:

S. No.	Category	Number of Votes in favour	% of Votes in favour to Total valid votes i.e. 7790535
1.	Promoter and Promoter Group	7788735	99.98 %
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	1800	0.02
	Total	7790535	100 %

Voted in against the Resolution:

S. No.	Category	Number of Votes against	% of Votes against to Total valid votes i.e. 7790535
1.	Promoter and Promoter Group	NIL	NIL
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	NIL	NIL
	Total	NIL	NIL



(2) Result of Postal Ballot for Authorization to the Board for Loan/Guarantee/Security and Investment by the company.

Details of Resolution	Special Resolution for authorizing the Board of Directors for Loan/Guarantee/Security and Investment by the company.
Resolution required	Special Resolution
Date of Postal Ballot Notice	24 th April, 2015
Record date for reckoning voting rights	24 th April, 2015
Date of dispatch of Notice	05 th May, 2015
Total No. of Shareholders on record date	1959

	Particular	Physical	Electronic	Total
a.	Total Postal ballot forms received	26	4	30
b.	Total no. of votes casted	7791635	300	7791935
c.	Less : Invalid no. of votes casted	1900	-	1900
d.	Valid no. of votes casted (Net)	7789735	300	7790035
e.	Total no. of votes with assent for the Resolution	7789735	300	7790035
f.	Total no. of votes with dissent for the Resolution	Nil	Nil	Nil

Physical Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) = (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1000	1000	0.26 %	1000	NIL	100 %	NIL
Total	10661425	NIL	7789735	7789735	73.06 %	7789735	NIL	100 %	NIL



E-Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	300	300	0.078 %	300	NIL	100 %	NIL
Total	10661425	NIL	300	300	0.003 %	300	NIL	100 %	NIL

Combined Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1300	1300	0.34 %	1300	NIL	100 %	NIL
Total	10661425	NIL	7790035	7790035	73.06 %	7790035	NIL	100 %	NIL



Voted in favour of the Resolution:

S. No.	Category	Number of Votes in favour	% of Votes in favour to Total valid votes i.e. 7790035
1.	Promoter and Promoter Group	7788735	99.98 %
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	1300	0.02 %
	Total	7790035	100 %

Voted in against the Resolution:

S. No.	Category	Number of Votes against	% of Votes against to Total valid votes i.e. 7790035
1.	Promoter and Promoter Group	NIL	NIL
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	NIL	NIL
	Total	NIL	NIL

(3) Result of Postal Ballot for Adoption of new set of Articles of Association.

Details of Resolution	Special Resolution for Adoption of new set of Articles of Association.
Resolution required	Special Resolution
Date of Postal Ballot Notice	24 th April, 2015
Record date for reckoning voting rights	24 th April, 2015
Date of dispatch of Notice	05 th May, 2015
Total No. of Shareholders on record date	1959

	Particular	Physical	Electronic	Total
a.	Total Postal ballot forms received	26	4	30
b.	Total no. of votes casted	7791635	300	7791935
c.	Less : Invalid no. of votes casted	1900	-	1900
d.	Valid no. of votes casted (Net)	7789735	300	7790035
e.	Total no. of votes with assent for the Resolution	7789735	300	7790035
f.	Total no. of votes with dissent for the Resolution	Nil	Nil	Nil



Physical Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1000	1000	0.26 %	1000	NIL	100 %	NIL
Total	10661425	NIL	7789735	7789735	73.06 %	7789735	NIL	100 %	NIL

E-Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	300	300	0.078 %	300	NIL	100%	NIL
Total	10661425	NIL	300	300	0.003 %	300	NIL	100 %	NIL



Combined Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = $\frac{(4)}{(1)} \times 100$	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = $\frac{(6)}{(7)} \times 100$	% of votes in against on votes polled (9) = $\frac{(7)}{(3)} \times 100$
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1300	1300	0.34 %	1300	NIL	100 %	NIL
Total	10661425	NIL	7790035	7790035	73.06 %	7790035	NIL	100 %	NIL

Voted in favour of the Resolution:

S. No.	Category	Number of Votes in favour	% of Votes in favour to Total valid votes i.e. 7790035
1.	Promoter and Promoter Group	7788735	99.98 %
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	1300	0.02 %
	Total	7790035	100%

Voted in against the Resolution:

S. No.	Category	Number of Votes against	% of Votes against to Total valid votes i.e. 7790035
1.	Promoter and Promoter Group	NIL	NIL
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	NIL	NIL
	Total	NIL	NIL



(4) Result of Postal Ballot for Authorization to the Board for Related Party Transactions.

Details of Resolution	Special Resolution for authorizing the Board of Directors for Related Party Transactions.
Resolution required	Special Resolution
Date of Postal Ballot Notice	24 th April, 2015
Record date for reckoning voting rights	24 th April, 2015
Date of dispatch of Notice	05 th May, 2015
Total No. of Shareholders on record date	1959

	Particular	Physical	Electronic	Total
a.	Total Postal ballot forms received	26	4	30
b.	Total no. of votes casted	7791635	300	7791935
c.	Less : Invalid no. of votes casted	1900	-	1900
d.	Valid no. of votes casted (Net)	7789735	300	7790035
e.	Total no. of votes with assent for the Resolution	7789735	300	7790035
f.	Total no. of votes with dissent for the Resolution	Nil	Nil	Nil

Physical Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)* 100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(3)* 100	% of votes in against on votes polled (9) (7)/(3)* 100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1000	1000	0.26 %	1000	NIL	100 %	NIL
Total	10661425	NIL	7789735	7789735	73.06 %	7789735	NIL	100 %	NIL



E-Voting Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	300	300	0.078 %	300	NIL	100 %	NIL
Total	10661425	NIL	300	300	0.003 %	300	NIL	100 %	NIL

Combined Results :

Promoter / public	No. of share held (1)	No. of Invalid Votes (2)	No. of valid Votes (3)	No. of votes polled* (4)	% of votes polled on outstanding shares (5) = (4)/(1)*100	No. of vote in favour (6)	No. of votes -against (7)	% of votes in favour on votes polled (8) = (6)/(7)*100	% of votes in against on votes polled (9) (7)/(3)*100
Promoter and Promoter Group	7883785	NIL	7788735	7788735	98.79 %	7788735	NIL	100 %	NIL
Public Institutional Holders**	2393880	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public others	383760	NIL	1300	1300	0.34 %	1300	NIL	100 %	NIL
Total	10661425	NIL	7790035	7790035	73.06 %	7790035	NIL	100 %	NIL



Voted in favour of the Resolution:

S. No.	Category	Number of Votes in favour	% of Votes in favour to Total valid votes i.e. 7790035
1.	Promoter and Promoter Group	7788735	99.98 %
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	1300	0.02%
	Total	7790035	100 %


Voted in against the Resolution:

S. No.	Category	Number of Votes against	% of Votes against to Total valid votes i.e. 7790035
1.	Promoter and Promoter Group	NIL	NIL
2.	Public Institutional Holders	NIL	NIL
3.	Public - others	NIL	NIL
	Total	NIL	NIL

The Resolutions have therefore been approved by the Shareholders with the requisite majority

Thanking you.

Yours faithfully


Name and Signature of the Scrutinizer
Anil Kumar Somani
Practicing Company Secretary



Date : 08.06.2015
Place : Bhilwara