

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 KANORIA ENERGY & INFRASTRUCTURE LIMITED
(Formerly known as 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 Monday, December 04, 2023

Pursuant to the resolution passed by the Board of directors of **KANORIA ENERGY & INFRASTRUCTURE LIMITED (Formerly known as A INFRASTRUCTURE LIMITED)** (hereinafter referred to as "company") on 04th November, 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 04th November, 2023. The members of the company as on the cut-off date i.e. 27th November, 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 04th November, 2023 under section 101 of the Companies Act, 2013 was dispatched to 3904 (Three Thousand Nine Hundred and Four) shareholders (cutoff date for sending EGM notice is November 03, 2023) by electronic means via e-mail respectively on or before 09th November, 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 11th November, 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 from Friday, December 01, 2023 at 9:00 A.M. (IST) and ends on Sunday, December 03, 2023 at 5:00 P.M. (IST).

4) The members of the company as on the cut-off date i.e. 27th November, 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 27th November, 2023 were 85291400. As on cut-off date, out of 4634 shareholders, 26 (Twenty Six) shareholders have exercised their votes through remote e- voting and 20 (twenty) shareholders has exercised their vote through poll at the EGM. 29 shareholders were present at the meeting held on December 04, 2023. The results (consolidated) for the item placed for consideration by the members is given below.

Resolution 1: Increase in Authorized Share Capital from ₹ 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 to ₹ 90,00,00,000 /- (Rupees Ninety Crore only) divided into 10,00,00,000 (Ten Crore) Equity Shares of ₹ 5/- (Rupees Five only) each and 40,00,000 (Forty Lakh) redeemable Preference Shares of ₹100 (Rupees Hundred only) each and consequent alteration of the Memorandum of Association of the Company

Total No. of shareholders	4634		
Total No. of shares	85291400		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	26	63074132
Total votes cast through polling at EGM	B	20	1833
Grand Total of remote e-voting /polling at EGM (A+B)	C	46	63075965
Less: Invalid remote e-voting/polls at EGM*(on account of signature not matched)	D	6	291
Net remote e-voting/polling at EGM(c-d)	E	40	63075674

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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 favour (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	3852	0.0173	3852	0	100.00	0.00
	POLL		1542	0.0069	1542	0	100.00	0.00
	TOTAL	22221120	5394	0.0243	5394	0	100.00	0.00
TOTAL		85291400	63075674	73.9531	63075674	0	100.00	0.0001

RESULT: -

Since, the number of votes cast in favour of the resolution is 100.00%, I report that the ordinary resolution as set out in the notice of EGM dated November 04, 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: Re-appointment of Shri Rajiv Lall Adya (DIN: 06915169) as Whole Time Director of the Company for a period of 3 years

Total No. of shareholders	4634		
Total No. of shares	85291400		
		Number of shareholders /Folio	Number of shares/votes
Total votes cast through remote e-voting	A	26	63074132
Total votes cast through polling at EGM	B	20	1833
Grand Total of remote e-voting /polling at EGM (A+B)	C	46	63075965
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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 favour (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	3852	0.0173	3852	0	100.00	0.00
	POLL		1542	0.0069	1542	0	100.00	0.00
	TOTAL	22221120	5394	0.0243	5394	0	100.00	0.00
TOTAL		85291400	63075674	73.9531	63075674	0	100.00	0.0001

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 November 04, 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 November 04, 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 A036055E002831815

Date: 05.12.2023

Place: Bhilwara

Countersigned by

Kuldeep Kaw

Director

Kanoria Energy & Infrastructure Limited