

# ANIL SOMANI & ASSOCIATES

## Company Secretaries

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

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

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### 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 43<sup>rd</sup> Annual General Meeting of Equity Shareholders held on Tuesday, 26<sup>th</sup> September, 2023**

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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 11<sup>th</sup> August, 2023, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the Annual General meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the notice to the AGM 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 AGM notice dated 11<sup>th</sup> August, 2023. The members of the company as on the cut-off date i.e. 19<sup>th</sup> September, 2023 were entitled to vote on the resolutions contained in the notice to the AGM 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 AGM notice dated 11<sup>th</sup> August, 2023 under section 101 of the Companies Act, 2013 was dispatched to 3226 (Three Thousand Two Hundred and Twenty Six) shareholders (cutoff date for sending AGM notice is August 25, 2023) by electronic means via e-mail respectively on or before 29<sup>th</sup> August, 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 01<sup>st</sup> September, 2023 in “The Financial Express.” English newspaper and “Rajasthan Patrika”, vernacular newspaper, informing about the completion of the dispatch of the AGM 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 Saturday, 23<sup>rd</sup> September, 2023 at 09:00 A.M. and ends on Monday, 25<sup>th</sup> September, 2023 at 05:00 P.M.

4) The members of the company as on the cut-off date i.e. 19<sup>th</sup> September, 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 AGM, 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 19<sup>th</sup> September, 2023 were 85291400. As on cut-off date, out of 4362 shareholders, 39 (Thirty Nine) shareholder has exercised their votes through remote e- voting and 16 (Sixteen) shareholders has exercised their vote through poll at the AGM. Total 25 shareholders were present at the meeting held on 26<sup>th</sup> September, 2023. The results (consolidated) for the item placed for consideration by the members is given below.

**Resolution 1: To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.**

Total No. of shareholders	4362		
Total No. of shares	85291400		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	39	63078464
Total votes cast through polling at AGM	B	16	1451
Grand Total of remote e-voting /polling at AGM (A+B)	C	<b>55</b>	<b>63079915</b>
Less: Invalid remote e-voting/polls at AGM*(on account of signature not matched)	D	4	190
Net remote e-voting/polling at AGM(c-d)	E	<b>51</b>	<b>63079725</b>

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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	8184	0.0368	5384	2800	65.7869	34.2131
	POLL		1261	0.0057	1261	0	100.00	0.00
	TOTAL	22221120	9445	0.0425	6645	2800	70.3547	29.6453
<b>TOTAL</b>		<b>85291400</b>	<b>63079725</b>	<b>73.9579</b>	<b>63076925</b>	<b>2800</b>	<b>99.9956</b>	<b>0.0044</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9956%, I report that the ordinary resolution as set out in the notice of AGM dated 11<sup>th</sup> August, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

**Resolution 2: To declare Final Dividend @ 1% (Face value of Rs. 5/-) on equity shares for the Financial Year ended 31st March, 2023.**

Total No. of shareholders	4362		
Total No. of shares	85291400		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	39	63078464
Total votes cast through polling at AGM	B	16	1451
Grand Total of remote e-voting /polling at AGM (A+B)	C	<b>55</b>	<b>63079915</b>
Less: Invalid remote e-voting/polls at AGM*(on account of signature not matched)	D	4	190
Net remote e-voting/polling at AGM(c-d)	E	<b>51</b>	<b>63079725</b>

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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	8184	0.0368	5384	2800	65.7869	34.2131
	POLL		1261	0.0057	1261	0	100.00	0.00
	TOTAL	22221120	9445	0.0425	6645	2800	70.3547	29.6453
<b>TOTAL</b>		<b>85291400</b>	<b>63079725</b>	<b>73.9579</b>	<b>63076925</b>	<b>2800</b>	<b>99.9956</b>	<b>0.0044</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9956%, I report that the ordinary resolution as set out in the notice of AGM dated 11<sup>th</sup> August, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

**Resolution 3: To appoint a Director in place of Smt Priyadarshinee Kanoria (DIN: 00114513) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers herself for re-appointment.**

Total No. of shareholders	4362		
Total No. of shares	85291400		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	39	63078464
Total votes cast through polling at AGM	B	16	1451
Grand Total of remote e-voting /polling at AGM (A+B)	C	<b>55</b>	<b>63079915</b>
Less: Invalid remote e-voting/polls at AGM*(on account of signature not matched)	D	5	1968990
Net remote e-voting/polling at AGM(c-d)	E	<b>50</b>	<b>61110925</b>

**\*\*1968800 Vote cast by Smt Priyadarshinee Kanoria is not considered as she is interested in above resolution.**

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### SUMMARY OF VOTING:

Resolution required :(Ordinary / Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution ?			YES					
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	61101480	96.8784	61101480	0	100.00	0.00
	POLL		0	0	0	0	0	0.00
	TOTAL	63070280	61101480	96.8784	61101480	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	8184	0.0368	5381	2803	65.7502	34.2498
	POLL		1261	0.0057	1261	0	100.00	0.00
	TOTAL	22221120	9445	0.0425	6642	2803	70.3229	29.6771
<b>TOTAL</b>		<b>85291400</b>	<b>61110925</b>	<b>71.6496</b>	<b>61108122</b>	<b>2803</b>	<b>99.9954</b>	<b>0.0046</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9954%, I report that the ordinary resolution as set out in the notice of AGM dated 11<sup>th</sup> August, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

### Resolution 4: Ratification of Remuneration of Cost Auditors for the Financial Year 2023-24

Total No. of shareholders	4362		
Total No. of shares	85291400		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	39	63078464
Total votes cast through polling at AGM	B	16	1451
Grand Total of remote e-voting /polling at AGM (A+B)	C	<b>55</b>	<b>63079915</b>
Less: Invalid remote e-voting/polls at AGM*(on account of signature not matched)	D	4	190
Net remote e-voting/polling at AGM(c-d)	E	<b>51</b>	<b>63079725</b>

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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	8184	0.0368	5381	2803	65.7502	34.2498
	POLL		1261	0.0057	1261	0	100.00	0.00
	TOTAL	22221120	9445	0.0425	6642	2803	70.3229	29.6771
<b>TOTAL</b>		<b>85291400</b>	<b>63079725</b>	<b>73.9579</b>	<b>63076922</b>	<b>2803</b>	<b>99.9956</b>	<b>0.0044</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9956%, I report that the ordinary resolution as set out in the notice of AGM dated 11<sup>th</sup> August, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

### Resolution 5: Appointment of Mr. Deepak Gupta (DIN: 00031534) as an Independent Director of the Company

Total No. of shareholders	4362		
Total No. of shares	85291400		
		<b>Number of shareholders /Folio</b>	<b>Number of shares/votes</b>
Total votes cast through remote e-voting	A	39	63078464
Total votes cast through polling at AGM	B	16	1451
Grand Total of remote e-voting /polling at AGM (A+B)	C	<b>55</b>	<b>63079915</b>
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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	8184	0.0368	5381	2803	65.7502	34.2498
	POLL		1261	0.0057	1261	0	100.00	0.00
	TOTAL	22221120	9445	0.0425	6642	2803	70.3229	29.6771
<b>TOTAL</b>		<b>85291400</b>	<b>63079725</b>	<b>73.9579</b>	<b>63076922</b>	<b>2803</b>	<b>99.9956</b>	<b>0.0044</b>

### RESULT: -

Since, the number of votes cast in favour of the resolution is 99.9956%, I report that the special resolution as set out in the notice of AGM dated 11<sup>th</sup> August, 2023 has been passed by the Shareholders with the Requisite majority, the Resolution is deemed to be passed as on the date of AGM.

I further report that as per the notice dated 11<sup>th</sup> August, 2023, the chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the company's website [www.ainfrastructure.com](http://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 AGM, 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 AGM.

Yours Faithfully,

**Name and Signature of the Scrutinizer**

**Anil Kumar Somani**

**Practicing Company Secretary**

**COP: 13379**

**UDIN number A036055E001093606**

**Date: 27.09.2023**

**Place: Bhilwara**

**Countersigned by**

**Kuldeep Kaw**

**Director**

**DIN: 07882201**

**Kanoria Energy & Infrastructure Limited**