

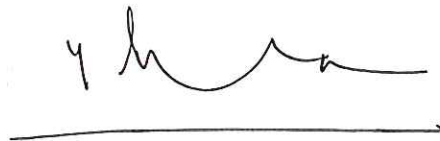
**DECLARATION OF RESULT OF THE POSTAL BALLOT**

In terms of the resolution passed by the Board of Directors on 15<sup>th</sup> December 2015, the Company has conducted Postal Ballot under Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, seeking assent / dissent of the members for the ordinary resolution, under section 188 of the Companies Act 2013 and other applicable rules thereto, for approval of Related Party Transactions, as specified in the Notice dated 18<sup>th</sup> February, 2016 read with the Explanatory Statement attached thereto.

The Company had appointed Ms. Jigyasa N. Ved and failing her Mr. Mohammad Pillikandlu of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The last date for receipt of the Postal Ballot Forms, duly completed, from the members was 23<sup>th</sup> March, 2016.

The Scrutinizer, Ms. Jigyasa N. Ved of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, has on 28<sup>th</sup> March, 2016 submitted the Report on the Postal Ballot to the aforesaid ordinary resolution.



Based on the Report of the Scrutinizer, the following result is hereby announced to the members at the Registered Office of the Company:

| Description of the Ordinary Resolution |  | Approval of related party transactions under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules issued thereunder. |                            |                           |
|--|--|---|----------------------------|---------------------------|
| Sr. No.                                | Particulars                            | No. of Ballots Forms  | No. of Equity Shares voted | % of Valid Votes Received |
| 1                                      | Total Number of valid Ballots received | 29  | 79,432                     | 100                       |
| 2                                      | Assented to Resolution                 | 29  | 79,432                     | 100                       |
| 3                                      | Dissented to Resolution                | 0   | 0                          | 0                         |

| Total No. of invalid ballots received | Total No. of invalid votes cast (Shares) |
|---------------------------------------|--|
| 4                                     | 440                                      |

The above ordinary resolution has therefore been approved by the members with requisite majority.

For AFCONS INFRASTRUCTURE LIMITED

\*



**K.SUBRAHMANIAN**  
**VICE CHAIRMAN & MANAGING DIRECTOR**

Place: Mumbai Date: 29<sup>th</sup> March 2016

March 28, 2016

To,  
**AFCONS INFRASTRUCTURE LIMITED**  
Afcons House, 16 Shah Industrial Estate,  
Veera Desai Rd, Azad Nagar Po Andheri,  
Mumbai - 400053

Kind Attn: Mr. P. R. Rajendran

Sub. : Postal Ballot

Dear Sir

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for Approval of related party transactions of the Company under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders.
- b) The register showing the particulars of the physical postal ballots in respect of the said resolution.

I hope you will find the above in order.

Thanking you.

Yours faithfully,



Jigyasa N. Ved  
Parikh Parekh & Associates

Encl.: As above.

March 28, 2016

To,  
The Chairman  
AFCONS INFRASTRUCTURE LIMITED  
Afcons House, 16 Shah Industrial Estate,  
Veera Desai Rd, Azad Nagar Po Andheri,  
Mumbai - 400053

**Report of Scrutinizer**

I, Jigyasa Ved, Company Secretary in Whole time practice, having my office at 111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai- 400 053 had been appointed as the Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for approval of related party transactions of the Company under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

I have scrutinized the ballot forms and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting by postal ballot in respect of the said Resolution.



Contd...2

--2--

Special Resolution under Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, for Approval of related party transactions of the Company of the Company.

(i) Voted in favour of the resolution:

| Number of members voted through physical ballot form | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| 29   | 79,432                        | 100%                                  |

(ii) Voted against the resolution:

| Number of members voted through physical ballot form | Number of Votes cast (Shares) | % of total number of valid votes cast |
|--|-------------------------------|---------------------------------------|
| Nil  | Nil                           | N.A.                                  |

(iii) Invalid votes:

| Total number of members whose votes were declared invalid | Total number of invalid votes cast (Shares) |
|---|---|
| 4   | 440   |

For Parikh Parekh & Associates



Place: Mumbai

Dated: March 28, 2016

Signature:

Name: Jigyasa N. Ved  
Scrutinizer

FCS. No: 6488 CP No: 6018