



AFCONS INFRASTRUCTURE LIMITED



Shapoorji Pallonji

DECLARATION OF RESULT OF POSTAL BALLOT

In terms of the circular resolution passed by the Board of Directors on 12th June 2020, the Company had conducted Postal Ballot only through e-voting under Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereof) and read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India seeking consent of the members to vary the terms and conditions of 25,00,00,000, 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) of the Company held by Goswami Infratech Private Limited through Special Resolution passed under Section 48 of the Companies Act 2013 and other applicable rules thereto.

The Company had appointed Mr. Mitesh Dhabliwala (Membership No. FCS 8331, CP no.9511) and failing him Mr.Mohammad Pillikandlu (Membership No. ACS39232, CP no.14603) of 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 e-voting by the members was 17th July, 2020.

The Scrutinizer, Mr. Mitesh Dhabliwala of Parikh Parekh & Associates, Practicing Company Secretaries, has on 17th July, 2020 submitted the Report on the Postal Ballot for the aforesaid Special 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 Special Resolution		To vary the terms and conditions of 25,00,00,000, 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) of the Company held by Goswami Infratech Private Limited		
Sr. No.	Particulars	Number of members voted	No. of Equity Shares voted	% of Valid Votes Received
1	Total Number of valid Ballots received	35	7,13,99,658	100
2	Assented to Resolution	35	7,13,99,658	100
3	Dissented to Resolution	NIL	NIL	N.A.
Total No. of invalid ballots received		Total No. of invalid votes cast (Shares)		
NIL		N.A.		

On the basis of the aforesaid Report of the scrutinizer, the aforesaid Special Resolution has been approved by the members with requisite majority.

For AFCONS INFRASTRUCTURE LIMITED

S.PARAMASIVAN
MANAGING DIRECTOR
DIN: 00058445

Place: Mumbai Date: 20th July 2020

PARIKH PAREKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Industrial Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400053
Tel No 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

July 17, 2020

To,
Afcons Infrastructure Limited
"AFCONS HOUSE" 16, Shah Industrial Estate,
Veera Desai Road, Azadnagar P.O.,
Andheri (West), Mumbai-400053

Kind Attn: Mr. Gaurang Parekh

Sub.: Report on Postal Ballot Voting of Afcons Infrastructure Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special Resolution for variation of terms and conditions of 25,00,00,000, 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) of the Company held by Goswami Infratech Private Limited.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the remote electronic voting process.
- b) The register showing the particulars of the e-votes registered on the Central Depository Services (India) Limited ("CDSL") e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Mitesh Dhaliwala
Parikh Parekh & Associates

Encl.: As above.

PARIKH PAREKH & ASSOCIATES
COMPANY SECRETARIES

Office

111, 11th Floor, Sai-Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Industrial Estate,
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400053
Tel No 26301232 / 26301233 / 26301240
Email: cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Afcons Infrastructure Limited
"AFCONS HOUSE" 16, Shah Industrial Estate,
Veera Desai Road, Azadnagar P.O.,
Andheri (West), Mumbai-400053

Report of Scrutinizer

I, Mitesh Dhaliwala, of Parikh Parekh & Associates, Practising Company Secretaries (Membership No. FCS 8331), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the remote electronic voting process ("remote e-voting") in respect of Special Resolution for variation of terms and conditions of 25,00,00,000, 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) of the Company held by Goswami Infratech Private Limited

Pursuant to the Notice dated June 12, 2020, issued under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to other applicable laws and regulations.

The Notice dated June 12, 2020 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were available with the Company as on Friday, June 12, 2020 ("cut-off date").

The Company had availed the e-voting facility offered by CDSL for conducting e-voting by the shareholders of the Company.

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The shareholders of the Company holding shares as on the “cut-off” date of Friday, June 12, 2020 were entitled to vote on the resolution as contained in the Notice.

The voting period for remote e-voting commenced on June 18, 2020 at 09:00 a.m. (IST) and ended on July 17, 2020 at 05:00 p.m. (IST) and the CDSL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the CDSL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolution contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting through remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the said resolution.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote electronic voting process in respect of the following Special Resolution

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Resolution 1: Special Resolution

Variation of terms and conditions of 25,00,00,000, 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs. 250,00,00,000/- (Rupees Two Hundred Fifty Crores only) of the Company held by Goswami Infratech Private Limited

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
35	7,13,99,658	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes (Shares)
NIL	NIL

Signature:

Name : Mitesh Dhabliwala

Scrutinizer

FCS: 8331 CP: 9511

Dated: July 17, 2020

Place: Mumbai