



AFCONS INFRASTRUCTURE LIMITED



Shapoorji Pallonji

DECLARATION OF RESULT OF THE POSTAL BALLOT

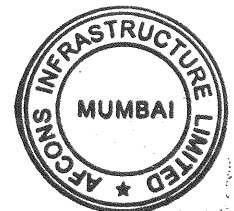
In terms of the resolution passed by the Board of Directors at their meeting held on 27th September 2018, the Company conducted Postal Ballot under Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, seeking consent of the members for the following Special Resolutions, under section 48 of the Companies Act 2013 and other applicable rules thereto:

1. 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 by extending the mandatory conversion date upto 13th January 2024.
2. To vary the terms and conditions of 10,00,00,000 0.01% Non-Cumulative and Non Profit Participatory Convertible Preference Shares having face value of Rs. 10/- each aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores only) of the Company held by Floreat Investments Private Limited by extending the mandatory conversion date upto 13th January 2024.
3. To vary the terms and conditions of 10,00,00,000 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores only) of the Company held by Shapoorji Pallonji and Company Private Limited by extending the mandatory conversion date upto 21st March 2024.

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 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 of receipt of the Postal Ballot Forms, duly completed, from the members was 30th November, 2018.

The Scrutinizer, Mr. Mitesh Dhabliwala of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, has on 03rd December, 2018 submitted the Report on the Postal Ballot for the aforesaid Special Resolutions.



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 No. 1	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 by extending the mandatory conversion date upto 13th January 2024
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Sr. No.	Particulars	No. of Ballots Forms	No. of Equity Shares voted	% of Valid Votes Received
1	Total Number of valid Ballots received	49	71491941	100
2	Assented to Resolution	49	71491941	100
3	Dissented to Resolution	NIL	NIL	NIL

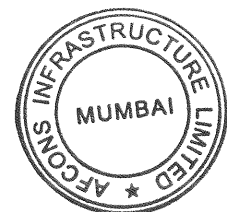
Total No. of invalid ballots received	Total No. of invalid votes cast (Shares)
1	1

Description of the Special Resolution No. 2	To vary the terms and conditions of 10,00,00,000 0.01% Non-Cumulative and Non Profit Participatory Convertible Preference Shares having face value of Rs. 10/- each aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores only) of the Company held by Floreat Investments Private Limited by extending the mandatory conversion date upto 13th January 2024
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Sr. No.	Particulars	No. of Ballots Forms	No. of Equity Shares voted	% of Valid Votes Received
1	Total Number of valid Ballots received	49	71491941	100
2	Assented to Resolution	49	71491941	100
3	Dissented to Resolution	NIL	NIL	NIL

Total No. of invalid ballots received	Total No. of invalid votes cast (Shares)
1	1

[Handwritten Signature]

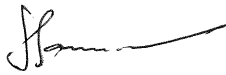


Description of the Special Resolution No. 3		To vary the terms and conditions of 10,00,00,000 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non Participatory Preference Shares having face value of Rs. 10/- each aggregating to Rs.100,00,00,000/- (Rupees One Hundred Crores only) of the Company held by Shapoorji Pallonji and Company Private Limited by extending the mandatory conversion date upto 21st March 2024		
Sr. No.	Particulars	No. of Ballots Forms	No. of Equity Shares voted	% of Valid Votes Received
1	Total Number of valid Ballots received	49	71491941	100
2	Assented to Resolution	49	71491941	100
3	Dissented to Resolution	NIL	NIL	NIL


Total No. of invalid ballots received	Total No. of invalid votes cast (Shares)
1	1

On the basis of the aforesaid Report of the scrutinizer, the aforesaid Special Resolutions has been approved by the members with requisite majority and is deemed to be passed on 30th November, 2018 i.e the last date specified for duly completed Postal Ballot forms.

For **AFCONS INFRASTRUCTURE LIMITED**



S. PARAMASIVAN
MANAGING DIRECTOR


Place: Mumbai
Date: 4th December 2018

