

## DECLARATION OF RESULT OF POSTAL BALLOT

In terms of the resolutions passed by the Board of Directors on 18<sup>th</sup> June 2020, the Company had conducted Postal Ballot Process 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 ) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/ 2020 dated 15<sup>th</sup> June 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 the following Special Resolutions in terms of section 149, 150, 152 and other applicable provisions of the Companies Act 2013 and other applicable rules thereto :

1. Modification of the second term of appointment of Mr. N. D. Khurody (DIN- 00007150) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26<sup>th</sup> September 2022.
2. Modification of the second term of appointment of Mr. R.M.Premkumar (DIN- 00328942) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26<sup>th</sup> September 2022.

The Company had appointed Mr. Mitesh Dhaliwala (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 27<sup>th</sup> July, 2020.

The Scrutinizer, Mr. Mitesh Dhaliwala of Parikh Parekh & Associates, Practicing Company Secretaries, has on 27<sup>th</sup> July, 2020 submitted the Report on the Postal Ballot for the aforesaid Special Resolution.

**Based on the Report of the Scrutinizer, the following result of the Postal Ballot to the aforesaid Special Resolutions is hereby announced to the members at the Registered Office of the Company:**

Description of the Special Resolution No. 1		Modification of the second term of appointment of Mr. N. D. Khurody (DIN- 00007150) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26 <sup>th</sup> September 2022.		
Sr. No.	Particulars	Number of members voted	No. of Equity Shares voted	% of Valid Votes Received
1	Total Number of valid Ballots received	34	7,13,96,396	100
2	Assented to Resolution	34	7,13,96,396	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.		

Description of the Special Resolution No. 2	Modification of the second term of appointment of Mr. R.M.Premkumar (DIN- 00328942) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26 <sup>th</sup> September 2022.
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Sr. No.	Particulars	Number of members voted	No. of Equity Shares voted	% of Valid Votes Received
1	Total Number of valid Ballots received	35	7,14,00,338	100
2	Assented to Resolution	35	7,14,00,338	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 Resolutions has been approved by the members with requisite majority.

For AFCONS INFRASTRUCTURE LIMITED



S.PARAMASIVAN  
MANAGING DIRECTOR  
DIN: 00058445

Place: Mumbai  
Date: 29<sup>th</sup> July 2020

**PARIKH PAREKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office

111, 11<sup>th</sup> 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](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto:parikh.associates@rediffmail.com)

July 28, 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 following Special Resolutions for:

1. Modification of the second term of appointment of Mr. N. D. Khurody (DIN- 00007150) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26th September 2022.
2. Modification of the second term of appointment of Mr. R.M.Premkumar (DIN- 00328942) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26th September 2022.

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 Resolutions.

Thanking-you.

Yours faithfully,

Mitesh Dhaliwala  
Parikh Parekh & Associates

Encl.: As above.

**PARIKH PAREKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office

111, 11<sup>th</sup> 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](mailto:cs@parikhassociates.com)  
[parikh.associates@rediffmail.com](mailto: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 the following Special Resolutions for:

1. Modification of the second term of appointment of Mr. N. D. Khurody (DIN- 00007150) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26th September 2022.
2. Modification of the second term of appointment of Mr. R.M.Premkumar (DIN- 00328942) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26th September 2022.

pursuant to the Notice dated June 18, 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 18, 2020 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, 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 19, 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 19, 2020 were entitled to vote on the resolutions as contained in the Notice.

The voting period for remote e-voting commenced on June 28, 2020 at 09:00 a.m. (IST) and ended on July 27, 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 Resolutions 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 resolutions.

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 Resolutions.

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**Resolution 1: Special Resolution**

**Modification of the second term of appointment of Mr. N. D. Khurody (DIN- 00007150) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26th September 2022.**

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

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
34	7,13,96,396	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

## **Resolution 2: Special Resolution**

**Modification of the second term of appointment of Mr. R.M.Premkumar (DIN-00328942) as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 26th September 2022.**

(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	7,14,00,338	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

Dated: July 28, 2020  
Place: Mumbai

Signature:  
Name : Mitesh Dhaliwala  
Scrutinizer  
FCS: 8331 CP: 9511