



AFCONS INFRASTRUCTURE LIMITED



DECLARATION OF RESULT OF 45TH ANNUAL GENERAL MEETING

The Company had conducted Forty Fifth (45th) Annual General Meeting (“AGM”) of the members of Afcons Infrastructure Limited through Video Conferencing (“VC”) /Other AudioVisual Means (“OAVM”) held on Monday, 27th September 2021 at 4.30 p.m. IST to transact the business, as set out in the Notice convening the AGM.

The Company had appointed Mr.Mitesh Dhabliwala, (Membership No. FCS 8331, CP no.9511) and failing him Mr.Mohammad Pillikandlu (Membership No. FCS 10619, CP no. 14603) and failing him Ms.Sarvari Shah (Membership No. FCS 9697, CP no. 11717) of Parikh Parekh & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the AGM Process in a fair and transparent manner.

Enclosed is the Consolidated Scrutinizer’s Report of Mr. Mitesh Dhabliwala, of Parikh Parekh & Associates, Practicing Company Secretaries on remote e-voting conducted pursuant to the provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and e-voting during the AGM of Afcons Infrastructure Limited held on Monday, 27th September 2021 at 4.30 p.m. (IST) through video VC/OAVM.

On the basis of the aforesaid Consolidated Scrutinizer’s Report, all the 10 (Ten) resolutions as stated in the Notice of AGM has been approved by the Members with requisite majority.

For AFCONS INFRASTRUCTURE LIMITED

~~K. SUBRAMANIAN~~
EXECUTIVE VICE CHAIRMAN
DIN: 00047592

Place: Mumbai

Date: 27th September 2021

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 Rd.,
Azad Nagar, P.O., Andheri (West), Mumbai – 400 053

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and for the 45th Annual General Meeting of Afcons Infrastructure Limited held on Monday, September 27, 2021 at 4.30 p.m. (IST) through video conferencing (‘VC’) / other audio visual means (‘OAVM’).

I, Mitesh Dhaliwala, of Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Afcons Infrastructure Limited pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 45th Annual General Meeting (“AGM”) of Afcons Infrastructure Limited on Monday, September 27 ,2021 at 4:30 p.m. (IST) through VC/OAVM.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated July 01, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”).

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Thursday, September 23, 2021 from 9:00 a.m. IST and ended on Sunday, September 26, 2021 at 5:00 p.m. IST. and the CDSL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Monday, September 20, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to and e-voting during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and e-voting during the AGM on the resolutions contained in the notice of the AGM.

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

I now submit my consolidated report as under on the result of the remote e-voting prior to and e-voting during the AGM in respect of the said resolutions.

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. the audited standalone financial statements of the Company for the financial year ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon; and
- b. the audited consolidated financial statements of the Company for the financial year ended 31st March, 2021 together with the report of the Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 2: Ordinary Resolution

To confirm Interim dividend paid on the Equity shares as final dividend for the financial year 2020-21.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 3: Ordinary Resolution**To declare dividend on Convertible Preference Shares of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. Pallon S Mistry (DIN: 05229734) who retires by rotation and being eligible offers himself for re-appointment.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

To appoint a Director in place of Ms. Roshen M Nentin (DIN: 00004884) who retires by rotation and being eligible offers herself for re-appointment.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 6: Ordinary Resolution

Re-appointment of HDS & Associates LLP, Chartered Accountants (ICAI registration no. W100144) as the Joint Statutory Auditors of the Company and fixing their remuneration

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 7: Ordinary Resolution**Appointment of Branch Auditor of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 8: Ordinary Resolution**Ratification of the remuneration payable to the Cost Auditor for FY 2021-22**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 9: Special Resolution**Appointment of Mr. Giridhar Rajagopalan, (DIN - 02391515) as Deputy Managing Director of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Resolution 10: Special Resolution**Issuance of Non-Convertible Debentures/Bonds/other Instruments on private placement basis up to Rs. 200 Crores**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	7,13,90,371	100.00

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

Number of members voted	Number of valid votes cast by them	% 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 cast by them
NIL	NIL

Thanking you,
Yours faithfully,

**MITESH
DHABLIWALA**

Digitally signed by MITESH DHABLIWALA
DN: c=IN, o=Personal, postalCode=400056, st=Maharashtra,
2.5.4.20=93df81136c49c0a2d448dd81e0a324bccdda8397ae0020
5ac7cb12d6b568b7f9,
pseudonym=222A764E922364ED9DF23475021F08E0E28C6DAC,
serialNumber=276A7AE95C804FA7001EBCF53A8EDC03272635DE
8058851E40027F5756775FA, cn=MITESH DHABLIWALA
Date: 2021.09.27 17:16:54 +05'30'

Mitesh Dhabliwala
Parikh Parekh & Associates
Practising Company Secretaries
FCS: 8331 CP No.: 9511
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated: September 27, 2021