

## DECLARATION OF RESULT OF POSTAL BALLOT

The Company had vide Postal Ballot Notice dated 5<sup>th</sup> January 2024 (“**Postal Ballot Notice**”) initiated Postal Ballot Process through remote e-voting in terms of Section 110 of the Companies Act, 2013 (“**Act**”) read with rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), (including any statutory modifications, amendments or re-enactments thereof) read with the General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”), Secretarial Standard on General Meeting (“**SS-2**”) and other applicable laws and regulations, seeking consent of the members of the Company to the following **Special Resolutions** :

1. Variation of terms and conditions of 10,00,00,000 (Ten crores) 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non-Participatory Preference Shares having face value of Rs.10/- each fully paid up and aggregating to Rs.100,00,00,000/- (Rupees One Hundred crores only) of the Company held by Shapoorji Pallonji and Company Private Limited.
2. Place of keeping and inspection of the Registers of Members, Index of Members and Annual Return of the Company.

The Postal Ballot Notice along with the statement setting out material facts under Section 102 of the Act in respect of the above Special Resolution, was sent via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from the Depositories as on Friday, 5<sup>th</sup> January 2024 (cut-off-date) and whose e-mail addresses were registered with the Company/ Depositories.

The Company had appointed Mr. Mitesh Dhaliwala (Membership No. FCS 8331, CP no.9511) and failing him Mr. Mohammad Pillikandlu (Membership No. ACS 39232, 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 Company had availed e-voting facility offered by Link Intime India Private Limited (“**LINKINTIME**”) for conduct of remote e-voting. The voting period for remote e-voting commenced on Wednesday, 10<sup>th</sup> January 2024 at 9.00 a.m. (IST) and ended on Thursday, 8<sup>th</sup> February 2024 at 5.00 p.m. (IST) and the e-voting module was then disabled by LINKINTIME.

Thereafter, the Scrutinizer, Mr. Mitesh Dhaliwala of Parikh Parekh & Associates, Practicing Company Secretaries, has on Thursday 8<sup>th</sup> February 2024 submitted the Report on the Postal Ballot for the aforesaid Special Resolutions.



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	Variation of terms and conditions of 10,00,00,000 (Ten crores) 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non-Participatory Preference Shares having face value of Rs.10/- each fully paid-up and aggregating to Rs.100,00,00,000/- (Rupees One Hundred crores only) of the Company held by Shapoorji Pallonji and Company Private Limited.
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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	33	7,13,99,487	100
2	Assented to Resolution	33	7,13,99,487	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	Place of keeping and inspection of the Registers of Members, Index of Members and Annual Return of the Company.
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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	33	7,13,99,487	100
2	Assented to Resolution	33	7,13,99,487	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. The aforesaid Special Resolutions shall be deemed to have been passed on the last date of e-voting i.e. Thursday 8<sup>th</sup> February 2024.

For AFCONS INFRASTRUCTURE LIMITED

  
Shapoorji Pallonji Mistry  
Chairman  
DIN: 00010114



Place: Mumbai  
Date: 9<sup>th</sup> February 2024





PARIKH PAREKH & ASSOCIATES  
COMPANY SECRETARIES

Office: 111, 11th floor, Sai-Dwar CHS Ltd., SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabar Restaurant, Andheri (West), Mumbai-400 053.  
Tel.: 26301232 / 26301233 Email: cs@parikhassociates.com Website: www.parikhassociates.com Firm Unique Code: P1987MH010000

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 Dhabliwala, 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 Postal ballot through electronic voting process ("remote e-voting") in respect of the following Special Resolutions:

1. Variation of terms and conditions of 10,00,00,000 (Ten Crores) 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non – Participatory Preference Shares having face value of Rs.10/- each fully paid up and aggregating to Rs.100,00,00,000/- (Rupees One Hundred crores only) of the Company held by Shahpoorji Pallonji and Company Private Limited.
2. Place of keeping and inspection of the Registers of Members, Index of Members and Annual Return of the Company.

Pursuant to the Postal Ballot Notice dated January 05, 2024, 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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and other applicable laws and regulations.

The Postal Ballot Notice dated January 05, 2024 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 Depositories and whose e-mail addresses were registered with the Company/ Depositories.

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

The shareholders of the Company holding shares as on the "cut-off" date of January 05, 2024 were entitled to vote on the resolutions as contained in the Notice.

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The voting period for remote e-voting commenced on Wednesday, January 10, 2024 at 09:00 a.m. (IST) and ended on Thursday, February 08, 2024 at 05:00 p.m. (IST) and the LINKINTIME 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 LINKINTIME 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 on postal ballot 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 e-voting process in respect of the said Special Resolutions as under:

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**Resolution 1: Special Resolution**

Variation of terms and conditions of 10,00,00,000 (Ten Crores) 0.01% Fully and Compulsorily Convertible, Non-Cumulative, Non – Participatory Preference Shares face value of Rs.10/- each fully paid up held by Shahpoorji Pallonji and Company 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
33	7,13,99,487	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	NA

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast (Shares)
NIL	NIL



**Resolution 2: Special Resolution****Change of Place of keeping and inspection of the Registers of Members, Index of Members and Annual Return of the Company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast (Shares)	% of total number of valid votes cast
33	7,13,99,487	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	NA

(iii) **Invalid** votes:

Number of members voted	Number of invalid votes cast (Shares)
NIL	NIL

Mitesh Dilip  
 Signature: Dhabliwala  
 Name: Mitesh Dhabliwala  
 Scrutinizer  
 FCS: 8331 CP: 9511  
 UDIN: F008331E003402678  
 P/R No. 723/2020



Date: February 08, 2024  
 Place: Mumbai