

**Arvind Infrastructure Limited**

**Voting Results of the Extraordinary General Meeting dated 21st April, 2016**

Date of EGM	21-04-2016
Total number of shareholders on record date	141599
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	<b>162</b>
Promoters and Promoter Group:	27
Public:	135
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	<b>--</b>
Promoters and Promoter Group:	--
Public:	--

**Agenda- wise disclosure**

**Resolution No. 1 - Issue of Warrants on Preferential basis**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	Special Resolution			% of Votes against on votes polled (7)=[(5)/(2)]*100
					No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	
Promoter and Promoter Group	E -Voting	12232118	0	0.00	0	0	0.00	0.00
	Poll	12232118	12231698	100.00	12231698	0	100.00	0.00
	Postal Ballot (If Applicable)	NA	NA	NA	NA	NA	NA	NA
Public Institutions	Total	12232118	12231698	100.00	12231698	0	100.00	0.00
	E -Voting	4108772	2922569	71.13	2903328	19241	99.34	0.66
	Poll	4108772	806760	19.64	806760	0	100.00	0.00
	Postal Ballot (If Applicable)	NA	NA	NA	NA	NA	NA	NA
Public Non Institutions	Total	4108772	3729329	90.77	3710088	19241	99.48	0.52
	E -Voting	9483417	30629	0.32	30176	453	98.52	1.48
	Poll	9483417	1087052	11.46	1087052	0	100.00	0.00
	Postal Ballot (If Applicable)	NA	NA	NA	NA	NA	NA	NA
<b>Total</b>	<b>Total</b>	<b>9483417</b>	<b>1117681</b>	<b>11.79</b>	<b>1117228</b>	<b>453</b>	<b>99.96</b>	<b>0.04</b>
		<b>25824307</b>	<b>17078708</b>	<b>66.13</b>	<b>17059014</b>	<b>19694</b>	<b>99.88</b>	<b>0.12</b>





Arvind Infrastructure Limited										
Resolution No. 2 - Increase in Authorised Share Capital										
Resolution required: (Ordinary/ Special)										
Whether Promoter /Promoter Group are interested in the Agenda /resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E -Voting	12232118	0	0.00	0	0	0.00	0.00		
	Poll	12232118	12231698	100.00	12231698	0	100.00	0.00		
	Postal Ballot (If Applicable)	NA	NA	NA	NA	NA	NA	NA		
Public Institutions	Total	12232118	12231698	100.00	12231698	0	100.00	0.00		
	E -Voting	4108772	2922569	71.13	2903328	19241	99.34	0.66		
	Poll	4108772	806760	19.64	806760	0	100.00	0.00		
Public Non Institutions	Postal Ballot (If Applicable)	NA	NA	NA	NA	NA	NA	NA		
	Total	4108772	3729329	90.77	3710088	19241	99.48	0.52		
	E -Voting	9483417	30629	0.32	30531	98	99.68	0.32		
Total	Poll	9483417	1087052	11.46	1087052	0	100.00	0.00		
	Postal Ballot (If Applicable)	NA	NA	NA	NA	NA	NA	NA		
	Total	9483417	1117681	11.79	1117583	98	99.99	0.01		
		25824307	17078708	66.13	17059369	19339	99.89	0.11		

Date: 22nd April, 2016  
Place: Ahmedabad



For Arvind Infrastructure Ltd.

Company Secretary



**Scrutinizer's Report**  
(Combined Report for Physical and e-voting)

To,

The Chairman of the Extra-Ordinary General Meeting of Shareholders of Arvind Infrastructure Limited (hereinafter referred to as the Company) held on Thursday, 21<sup>st</sup> day of April, 2016 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006.

Dear Sir,

- A. I, Hitesh D. Buch, Practicing Company Secretary, was appointed as Scrutinizer to scrutinize the poll process and voting on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 20(4)(xii) and 21(2) of the Companies (Management and Administration) Rules, 2014 at Extra-Ordinary General Meeting (EGM) of the Shareholders of the Company held on Thursday, 21<sup>st</sup> day of April, 2016 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006.
- B. Separate Scrutinizer's Reports dated 22<sup>nd</sup> April, 2016 on electronic voting and voting by poll have been issued and handed over to the Company by me.
- C. I am submitting a combined report on the voting by shareholders through electronic voting (remote e-voting) and through the poll conducted at the EGM. The results in respect of voting on each of the resolution is as under:

**Resolution Item No. 1: Special Resolution**

**Preferential Issue of Warrants to be converted into Equity Shares:**

- i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
227	17059014	99.88%

- ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	19694	0.12%



iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4

Since the total votes cast in favour of resolution is 99.88% and against the resolution is 0.12%, the special resolution has been passed with requisite majority.

**Resolution Item No. 2: Ordinary Resolution**

**Increase in Authorised Share Capital of the company:**

i. Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
230	17059369	99.89%

ii. Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	19339	0.11%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	4

Since the total votes cast in favour of resolution is 99.89% and against the resolution is 0.11%, the ordinary resolution has been passed with requisite majority.

Thanking you,  
Yours faithfully,

  
CS Hitesh Buch  
For Hitesh Buch & Associates  
Company Secretary in Practice  
CP No. 8195



Date : 22nd April, 2016  
Place: Ahmedabad



## Scrutinizer's Report on E-voting

To,

**The Chairman** of the Extra Ordinary General Meeting of Shareholders of Arvind Infrastructure Limited (hereinafter referred to as the Company) held on Thursday, 21<sup>st</sup> day of April, 2016 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006.

Dear Sir,

**Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of Companies (Management & Administration) Rules, 2014.**

I, Mr. Hitesh Buch, Practicing Company Secretary (CP No. 8195) have been appointed by the Board of Directors of Arvind Infrastructure Limited as Scrutinizer to conduct the e-voting process by way of electronic means in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of Extra-ordinary General Meeting of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favour/against the resolutions stated above, based on the reports generated from e-voting system provided by the National Securities Depository Ltd., the authorized agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The shareholders holding shares as on the "cut off" date i.e. 14<sup>th</sup> April, 2016 were entitled to vote on the proposed resolutions (as set out in the notice of the Extra-ordinary General Meeting of the Company)
3. The e-voting period commenced on 18<sup>th</sup> April, 2016 at 09:00 am and ended on 20<sup>th</sup> April, 2015 at 5:00 p.m.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 20<sup>th</sup> April, 2016 (at 05:00 p.m.), the e-voting portal was blocked for voting.
5. The votes were unblocked on 21<sup>st</sup> April, 2016 at 12:30 p.m. in the presence of two witnesses, named herein under, who are not in the employment of the company.



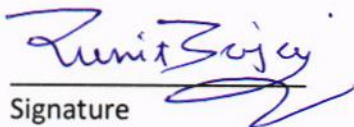
They have signed below in confirmation of the votes being unblocked in their presence.

Name:

Name:

**Punit Bajaj**

**Neha Doshi**

  
Signature

  
Signature

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining the list of shares with differential voting rights.
7. The details containing, *inter alia*, list of equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of National Securities Depository Ltd. i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

**Item No. 1**

**Special Resolution for Preferential Issue of Warrants to be converted into Equity Shares:**

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	66	2933504	99.33%
(ii) Voted against the resolution	11	19694	0.67%
<b>Total</b>	<b>77</b>	<b>2953198</b>	<b>100%</b>
(iii) Invalid votes	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	





**Item No.2**

Ordinary Resolution for Increase in Authorised Share Capital of the company.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	69	2933859	99.35%
(ii) Voted against the resolution	8	19339	0.65%
<b>Total</b>	<b>77</b>	<b>2953198</b>	<b>100%</b>
(iii) Invalid votes	0		0
<b>Total</b>	<b>0</b>		<b>0</b>

Thanking you,  
 Yours faithfully,

  
 CS Hitesh Buch  
 For Hitesh Buch & Associates  
 Company Secretary in Practice  
 CP No. 8195



Date : 22<sup>nd</sup> April, 2016  
 Place: Ahmedabad

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman** of the Extra-Ordinary General Meeting of Shareholders of Arvind Infrastructure Limited (hereinafter referred to as the Company) held on Thursday, 21<sup>st</sup> day of April, 2016 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006.

Dear Sir,

I, Mr. Hitesh D. Buch, Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Extra Ordinary General Meeting (EGM) of the Shareholders of the Company held on Thursday, 21<sup>st</sup> day of April, 2016 at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad, Gujarat – 380006, submit our report as under:

- A. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were marked by identification mark placed on them.
- B. The sealed ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company (Sharepro Services (India) Pvt. Ltd.) and the authorizations / proxies lodged with the Company. The votes were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.
- C. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and record for the same was maintained.
- D. The result of the Poll is as under:

**1. Resolution Item No. 1 : Special Resolution**

Preferential Issue of Warrants to be converted into Equity Shares:

- i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
161	14125510	100.00%

- ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%





iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	4

2. Resolution Item No. 2 : Ordinary Resolution

Increase in Authorised Share Capital of the company:

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
161	14125510	100.00%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	4

Thanking you,


Yours faithfully,

  
CS Hitesh D. Buch

Hitesh Buch & Associates  
CP No. : 8195  
Company Secretaries  
310, Aditya Plaza, 3rd Floor,  
Jodhpur, Satellite,  
Ahmedabad - 380015



For Arvind Infrastructure Limited

  
Prakash Makwana  
Company Secretary



Place: Ahmedabad  
Date: 22<sup>nd</sup> April, 2016