

Ajmera Realty & Infra India Limited

Regd. Office: "Citi Mall", 2nd Floor, Link Road, Andheri (West), Mumbai 400 053

Tel.: +91-22-6698 4000 • Email: investors@ajmera.com • Website: www.ajmera.com

CIN NO. L27104 MH 1985 PLC035659



Ref: SEC/ARIL/BSE-NSE/2021-22

Date: 17th November, 2021

The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051
Script Code : 513349	Script Code : AJMERA

Sub: Scrutinizer's Report of the e-Voting at the Meeting of Equity Shareholders of Ajmera Realty and Infra India Limited ('the Company') convened as per the Directions of the National Company Law Tribunal, Mumbai Bench (NCLT)

This is to inform you that the NCLT convened Meeting of the Equity Shareholders of the Company was held on Monday, 15th November, 2021 at 04:04 p.m. through Video Conferencing and the venue of the meeting was deemed to be the registered office of the Company situated at Citi Mall, Link Road, Andheri (W), Mumbai – 400053.

In view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the meeting was conducted through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'). This meeting has been convened and being conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India ('SEBI').

The Company had empaneled up with National Securities Depositories Limited ('NSDL') to provide facility for voting through remote e-voting, e-voting during the meeting and participation in the meeting through VC / OAVM facility.

In terms of provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of Hon'ble NCLT, the Company had provided facility to shareholders to cast their votes on the resolution through remote e-voting system administered by National Securities Depository Limited. The remote e-voting commenced on 12th November, 2021 at 09:00 a.m. and ended on 14th November, 2021 at 05:00 p.m. For the shareholders who did not exercise their vote through remote e-voting system, the Company has provided them an opportunity to cast their vote through e-voting during the meeting and the voting facility will continue to be available for 15 minutes after the conclusion of the meeting.

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Accordingly, the Consolidated Report (Remote e-Voting and e-Voting at the meeting) pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinizer Report and Report on e-voting by Public Shareholders submitted by Mr. Haresh P. Sanghvi (COP No.: 3675 / Membership No. FCS 2259), Company Secretary engaged as Scrutinizer is attached herewith.

The above results shall also be uploaded on Company's Website (www.ajmera.com).

Kindly take the same on records.

Thanking You.

Yours faithfully,

For AJMERA REALTY & INFRA INDIA LIMITED,



HARSHINI B. PARIKH
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl: As above

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Voting Results of NCLT convened Meeting ("NCM") of Equity Shareholders	
Date of NCM	15th November, 2021
Total number of shareholders on record date	26,773
No. of shareholders present in the meeting either in person or through proxy:	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
a) Promoters and Promoter group	
b) Public	
No. of Shareholders attended the meeting through Video Conferencing:	
a) Promoters and Promoter group	0
b) Public	51



Ajmera Realty & Infra India Limited

Resolution Required : (Special)		1 - Approval of the arrangement embodied in the Scheme of Arrangement between Ajmera Realty & Infra India Limited and Radha Raman Dev Ventures Private Limited and their respective Shareholders under Sections 230-232 and other applicable provisions of the Companies Act, 2013. (The Scheme shall be acted upon only if votes cast by the majority of public shareholders are in favor of the Scheme and are more than the number of votes cast by the public shareholders against it)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	24745223	22015367	88.9681	22015367	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22015367	88.9681	22015367	0	100.0000	0.0000
Public Institutions	E-Voting	72997	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	10666655	4153590	38.9399	4153487	103	99.9975	0.0025
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		4153590	38.9399	4153487	103	99.9975	0.0025
Total		35484875	26168957	73.7468	26168854	103	99.9996	0.0004



Haresh Sanghvi
Practicing Company Secretary

SCRUTINIZER'S REPORT

To

Mr. Rajnikant S. Ajmera

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders of **Ajmera Realty and Infra India Limited** (hereinafter the "Company"), held on Monday, 15th November, 2021 at 4:04 p.m., pursuant to Order dated 22nd September, 2021 through video conferencing ("VC") /other audio-visual means ("OAVM") (hereinafter the "Meeting")

I, Mr. Haresh Sanghvi (COP No.:3675/ Membership No.FCS2259), Practicing Company Secretary have been appointed by the NCLT, Mumbai Bench, by its Order dated 22nd September, 2021, as "the Scrutinizer"

- A. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench, the Company has confirmed that the electronic copy of the notice of the Meeting along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. The Company has also confirmed that the copy of the notice of the Meeting was sent to all the equity shareholders of the Company whose email addresses are not registered with the Company / Depository Participant through courier.
- B. The remote e-voting period commenced on Friday, 12th November, 2021 at 9:00 a.m. and ended on Sunday, 14th November, 2021 at 5:00 p.m.
- C. Accordingly, the (remote) electronic votes cast were taken into account and at the end of this voting period, on 14th November, 2021, the National Securities Depository Limited (NSDL) portal was blocked for voting.
- D. The register, in accordance with Rule 20 (4) (xiv) of the Companies (Management & Administration) Rules, 2014, 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 and number of shares held by them. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.



Harsh Sanghvi
Practicing Company Secretary

Resolution

Approval of the Arrangement embodied in Scheme of Arrangement between Ajmera Realty and Infra India Limited and Radha Raman Dev Ventures Private Limited and their respective shareholders (hereinafter referred to as "the Scheme")

Sr. No.	Promoter / Public	Mode of Voting	Total No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No of votes against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid Votes
			[1]	[2]	[3] = $\frac{2}{1} \times 100$	[4]	[5]	[6] = $\frac{4}{2} \times 100$	[7] = $\frac{5}{2} \times 100$	[8]
1.	Promoter & Promoter Group	E - Voting	24745223	22015367	88.9681	22015367	0	100.0000	0.0000	0
2.	Public – Institutional holders		72997	0	0.00	0	0	0	0.0000	0
3.	Public - Others		10666655	4153590	38.9399	4153487	103	99.9975	0.0025	0
Total			35484875	26168957	73.7468	26168854	103	99.9996	0.0004	0



Hareesh Sanghvi
Practising Company Secretary

It is to be noted that:

1. The votes cast does not include abstained votes
2. Based on the foregoing, the Resolution as proposed in the Notice dated 11th October, 2021 of the Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., 15th November, 2021 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares voted in favor through remote-e-voting or by way of e-voting at the meeting.

Thanking you,

Yours faithfully,


Hareesh Sanghvi
Practising Company Secretary
CP No. 3675/Membership No. F2259
UDIN: F002259C001454941
Place: Mumbai
Date: 17th November, 2021



For Ajmera Realty and Infra India Limited

Ajmer R.S.

Mr. Rajnikant S. Ajmera
Chairman appointed by the NCLT, Mumbai
Bench
DIN: 00010833
Place: Mumbai
Date: 17th November, 2021

Haresh Sanghvi
Practicing Company Secretary

Consolidated Report of Scrutinizer on Remote e-voting and electronic voting at the National Company Law Tribunal (NCLT) convened Meeting of Equity Shareholders

To

Mr. Rajnikant S. Ajmera

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders of Ajmera Realty and Infra India Limited (hereinafter the "Company"), held on Monday, 15th November, 2021 at 4:04 p.m., pursuant to Order dated 22nd September, 2021 through video conferencing ("VC")/other audio-visual means ("OAVM") (hereinafter the "Meeting")

A. I, Mr. Haresh Sanghvi (COP No.:3675/Membership No.FCS2259), Practicing Company Secretary have been appointed by the NCLT, Mumbai Bench, by its Order dated 22nd September, 2021, as "the Scrutinizer" to conduct the following:

- i. Remote e-voting process done by the shareholders of the Company
- ii. Electronic Voting Process at the Meeting

in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under, NCLT Order dated 22nd September, 2021 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench, the Company has confirmed that the electronic copy of the notice of the Meeting along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. The Company has also confirmed that the copy of the notice of the Meeting was sent to all the equity shareholders of the Company whose email addresses are not registered with the Company / Depository Participant through courier.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, 12th November, 2021 at 9:00 a.m. and ended on Sunday, 14th November, 2021 at 5:00 p.m. and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. The Cut-off date was Monday, 8th November, 2021 the purpose of deciding the Equity Shareholders entitled to vote through e-voting and remote e-voting by the equity shareholders on the resolution seeking their approval.
- F. On the basis of the votes exercised by the shareholders of the Company by way of electronic voting at the Meeting of the Company held on 15th November, 2021, I have issued Scrutinizer's Report dated 17th November, 2021.



A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai- 400061
M : 9920124310 email: hpsanghvi@gmail.com

Hareesh Sanghvi
Practicing Company Secretary

G. On the basis of the votes exercised by the shareholders of the Company through remote e-voting, I have issued separate Scrutinizer's Report dated 17th November, 2021.

Date of Meeting	15 th November, 2021
Total number of shareholders on record date (i.e. as on 8 th November, 2021)	26773
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
Public	
No. of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	0
Public	51



Harsh Singhvi
Practicing Company Secretary

Resolution

Approval of the Arrangement embodied in Scheme of Arrangement between Ajmera Realty and Infra India Limited and Radha Raman Dev Ventures Private Limited and their respective shareholders (hereinafter referred to as "the Scheme").

A. Consolidated Report on result through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders:

		Votes Polled		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
		Number of Members Polled	Votes Polled	Number of Members Voted in Favor	% of total no. of Members Voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of Members Voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
		[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]
Promoter	Remote E – Voting	5	22015367	5	$=3/1*100$ 100.0000	22015367	$=52*100$ 100.0000	-	-	-	-	-
	E – Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
	Total	5	22015367	5	100.0000	22015367	100.0000	-	-	-	-	-
Public	Remote E – Voting	94	4153590	89	94.6808	4153487	99.9975	5	5.3191	103	0.0025	-
	E – Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
	Total	94	4153590	89	94.6808	4153487	99.9975	5	5.3191	103	0.0025	-
Total	99	26168957	94	94.9494	26168854	99.9996	5	5.0505	103	0.0004	-	



A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai- 400061
M : 9920124310 email: hpsanghvi@gmail.com

Hareesh Sanghvi
Practicing Company Secretary

B. Consolidated Report on result through remote e-voting and e-voting at the NCLT Convened Meeting of Equity Shareholders (Reg 44 Format):

Sr. No.	Promoter / Public	Made of Voting	Total No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares = 2/1 * 100	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled = 4/2 * 100	% of Votes Against on votes polled = 5/2 * 100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1.	Promoter and Promoter Group	Remote E - Voting	24745223	22015367	88.9681	22015367	-	100.0000	0.0000	-
		E - Voting at Meeting		-	0.0000	-	-	0.0000	0.0000	-
		Total		22015367	88.9681	22015367	-	100.0000	0.0000	-
2.	Public - Institutional Holders	Remote E - Voting	72997	-	0.0000	-	-	0.0000	0.0000	-
		E - Voting at Meeting		-	0.0000	-	-	0.0000	0.0000	-
		Total		-	0.0000	-	-	0.0000	0.0000	-
3.	Public - Others	Remote E - Voting	10666655	4153590	38.9399	4153487	103	99.9975	0.0025	-
		E - Voting at Meeting		-	0.0000	-	-	0.0000	0.0000	-
		Total		4153590	38.9399	4153487	103	99.9975	0.0025	-
Total			35484875	26168957	73.7468	26168854	103	99.9996	0.0004	-



A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai-400061
M : 9920124310 email: hpsanghvi@gmail.com

Haresh Sanghvi
Practising Company Secretary

H. Pursuant to Hon'ble NCLT Order dated 22nd September, 2021, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of the Electronic voting facilitated at the meeting.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated 11th October, 2021 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., 15th November, 2021 with a majority of Equity Shareholders exercising voting rights representing three-fourths in value in shares voted in favor through remote-e-voting or by way of e-voting at the meeting.

Thanking you,

Yours faithfully,


Haresh Sanghvi
Practising Company Secretary
CP No. 3675/Membership No. F2259
UDIN: F002259C001456571
Place: Mumbai
Date: 17th November, 2021



For Ajmera Realty and Infra India Limited

Ajmer R.S.

Mr. Rajnikant S. Ajmera
Chairman appointed by the NCLT, Mumbai
Bench
DIN: 00010833
Place: Mumbai
Date: 17th November, 2021

Haresh Sanghvi
Practicing Company Secretary

**Scrutinizer's Report on Remote e-voting and electronic voting by Public Shareholders
at the National Company Law Tribunal (NCLT) convened Meeting of Equity
Shareholders pursuant to SEBI Circular.**

To

Mr. Rajnikant S. Ajmera

Chairman appointed by the NCLT, Mumbai Bench

for the NCLT Convened Meeting of Equity Shareholders of Ajmera Realty and Infra India Limited (hereinafter the "Company"), held on Monday, 15th November, 2021 at 4:04 p.m., pursuant to Order dated 22nd September, 2021 through video conferencing ("VC") /other audio-visual means ("OVAM") (hereinafter the "Meeting")

A. I, Mr. Haresh Sanghvi (COP No.:3675/MembershipNo.FCS2259), Practicing Company Secretary have been appointed by the NCLT, Mumbai Bench, by its Order dated 22nd September, 2021, as "the Scrutinizer" to conduct the following:

- iii. **Remote e-voting process** done by the shareholders of the Company
- iv. **Electronic Voting Process** by the Public Shareholders at the Meeting

Pursuant to Circular No. CIR/DIL/3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular") and in terms of provisions of the Companies Act, 2013 (hereinafter the "Act") read with the Rules issued there under, NCLT Order dated 22nd September, 2021 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Scheme of Arrangement between Ajmera Realty and Infra India Limited and Radha Raman Dev Ventures Private Limited and their respective shareholders (hereinafter referred to as "the Scheme") in terms of notice dated 11th October, 2021 dispatched to the shareholders on 14th October, 2021.

- B. Pursuant to the Order of Hon'ble NCLT, Mumbai Bench, the Company has confirmed that the electronic copy of the notice of the Meeting along with the process of electronic voting at the meeting and the remote e-voting were sent to the shareholders whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. The Company has also confirmed that the copy of the notice of the Meeting was sent to all the equity shareholders of the Company whose email addresses are not registered with the Company / Depository Participant through courier.
- C. The Company had appointed National Securities Depository Limited (NSDL) for conducting the electronic voting by the shareholders of the Company at the Meeting. After the time fixed for closing of Electronic voting at Meeting by the Chairman, voting was closed and votes cast were unblocked.
- D. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Friday, 12th November, 2021 at 9:00 a.m. and ended on Sunday, 14th November, 2021 at 5:00 p.m. and the NSDL remote e-voting portal was blocked for voting thereafter.
- E. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10th March, 2017, relating to voting done through e-voting.



A-6, Mazdock, 74/6, J P Road, Seven Bungalows, Andheri (W), Mumbai- 400061
M : 9920124310 email: hpsanghvi@gmail.com

Haresh Sanghvi
Practicing Company Secretary

Resolution

Approval of the Arrangement embodied in Scheme of Arrangement between Ajmera Realty and Infra India Limited and Radha Raman Dev Ventures Private Limited and their respective shareholders (hereinafter referred to as "the Scheme").

Consolidated Report on result through remote e-voting and e-voting at the Meeting by Public Shareholders:

	Votes Polled		Votes in Favor of the resolution				Votes against the resolution				Invalid Votes
	Number of Members Polled	Votes Polled	Number of Members Voted in Favor	% of total no. of Members Voted in Favor	Votes in Favor (Equity Shares)	% of Votes in Favor (Equity Shares)	Number of Members Voted against	% of total no. of Members Voted against	Votes Against (Equity Shares)	% of Votes Against (Equity Shares)	
	[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]	[9]	[10]	[11]
				$=3/1 \times 100$		$=5/2 \times 100$		$=7/1 \times 100$		$=9/2 \times 100$	
Remote E – Voting	94	4153590	89	94.6808	4153487	99.9975	5	5.3191	103	0.0025	-
E – Voting at Meeting	-	-	-	-	-	-	-	-	-	-	-
Total	94	4153590	89	94.6808	4153487	99.9975	5	5.3191	103	0.0025	-



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M: 9920124310 email: hpsanghvi@gmail.com

Haresh Sanghvi
Practising Company Secretary

- F. Pursuant SEBI Circular dated 10th March 2017 and Hon'ble NCLT Order dated 22nd September, 2021, I am submitting herewith a consolidated report on remote e-voting together with Electronic voting by public shareholders at the meeting.
- G. The combined list of Public Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through e-voting at the meeting and remote e-voting process is handed over to the Chairman appointed for the meeting.
- H. All relevant records of the e-voting at the meeting and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

It is to be noted that:

1. The votes cast does not include abstained votes.
2. Based on the foregoing, the Resolution as proposed in the Notice dated 11th October, 2021 of the NCLT convened Meeting shall be deemed to have been approved on the date of the NCLT convened meeting of Equity Shareholders of the Company, i.e., 15th November, 2021 with the votes cast by the public shareholders in favor of the resolution is more than the votes cast by the public shareholders against the resolution.

Thanking you,

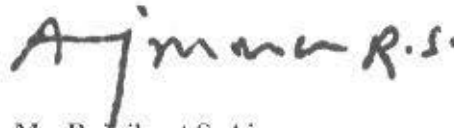
Yours faithfully,



Haresh Sanghvi
Practising Company Secretary
CP No. 3675/Membership No. F2259
UDIN: F002259C001456613
Place: Mumbai
Date: 17th November, 2021



For Ajmera Realty and Infra India Limited



Mr. Rajnikant S. Ajmera
Chairman appointed by the NCLT, Mumbai
Bench
DIN: 00010833
Place: Mumbai
Date: 17th November, 2021