

*Haresh Sanghvi*  
*Practicing Company Secretary*

**The Chairman,**

of 33<sup>rd</sup> Annual General Meeting (“AGM”) of the Equity Shareholders of Ajmera Realty & Infra India Limited held on Wednesday, 30<sup>th</sup> September, 2020 at 12.30 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)

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 rules framed thereunder and e-Voting at the 33<sup>rd</sup> Annual General Meeting (“AGM”) of Ajmera Realty & Infra India Limited (“Company”) held on Wednesday, 30<sup>th</sup> September, 2020 at 12.30 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’)**

1. I, Haresh Sanghvi, Practicing Company Secretary, had been appointed by the Board of Directors of **Ajmera Realty & Infra India Limited** (“the Company”) for the purpose of scrutinizing the:
  - i. Remote e-Voting process under the provisions of section 108 of the Companies Act, 2013 and the rules framed thereunder; and
  - ii. e-Voting at the 33<sup>rd</sup> Annual General Meeting (“AGM”) by the equity shareholders in respect of the resolutions contained in the notice of 33<sup>rd</sup> AGM of the Equity Shareholders (“AGM Notice”) of the Company held on Wednesday, 30<sup>th</sup> September, 2020 at 12.30 p.m. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’).
2. The AGM notice, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions 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 5<sup>th</sup> May, 2020 read with MCA Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular dated 12<sup>th</sup> May, 2020.
3. The Management of the Company is responsible to ensure the compliance with the requirements of (i) the Companies Act, 2013 and rules framed thereunder; (ii) MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to e-Voting on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the e-Voting systems.
4. My responsibility as a Scrutinizer for the e-Voting process (i.e. remote e-Voting and e-Voting at AGM) is restricted to ensure that the e-Voting process are conducted in a fair and transparent manner and presenting Consolidated Scrutinizer's report on the total votes cast "in favour" or "against" the resolutions contained in the AGM Notice, based



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on the reports generated from the e-Voting system provided by National Securities Depository Limited e-Voting System, ("NSDL") the Agency engaged by the Company to provide e-Voting and documents furnished to me electronically by the Company and/or Agency for my verification.

**Cut-Off**

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Friday, 25<sup>th</sup> September, 2020 were entitled to vote on the resolutions (item nos. 1 to 7 as set out in the AGM Notice) and their voting rights were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

**6. Remote e-Voting and e-Voting process at the AGM:**

- (i) The remote e-Voting period remained open from Sunday, 27<sup>th</sup> September, 2020 at 9.00 A.M. IST and ends on Tuesday, 29<sup>th</sup> September, 2020 at 5.00 P.M. IST.
- (ii) 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.
- (iii) After the closure of e-Voting at the AGM on Wednesday, 30<sup>th</sup> September, 2020, the votes cast under e-Voting facility were unblocked and were counted.
- (iv) Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-Voting website of NSDL, i.e., <https://www.evoting.nsdl.com> Based on the report generated by NSDL, data regarding the remote e-Voting and e-Voting at the meeting was scrutinized and reviewed.

7. I now submit herewith my Consolidated Scrutinizer's Report on the results of remote e-Voting and e-Voting at AGM in respect of the said resolutions as under:

**Item No. 1: Adoption of :**

- a) **Standalone Financial Statement for the financial year ended 31<sup>st</sup> March, 2020 and Reports of the Board of Directors and Auditors of the Company; and**
- b) **Consolidated Financial Statement for the financial year ended 31<sup>st</sup> March, 2020**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	104	24479635	1	46	105	24479681	100.00
<b>Dissent</b>	2	2	-	-	2	2	0.00
<b>Total</b>	<b>106</b>	<b>24479637</b>	<b>1</b>	<b>46</b>	<b>107</b>	<b>24479683</b>	<b>100.00</b>

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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

**Item No. 2: Declaration of Dividend**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	104	24479635	1	46	105	24479681	100.00
<b>Dissent</b>	2	2	-	-	2	2	0.00
<b>Total</b>	<b>106</b>	<b>24479637</b>	<b>1</b>	<b>46</b>	<b>107</b>	<b>24479683</b>	<b>100.00</b>

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes

**Item No. 3: Appointment of Mr. Rajnikant S Ajmera (DIN 00010833) as Director, who retires by rotation and being eligible, offers himself for appointment.**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	100	9953794	1	46	101	9953840	100.00
<b>Dissent</b>	2	2	-	-	2	2	0.00
<b>Total</b>	<b>102</b>	<b>9953796</b>	<b>1</b>	<b>46</b>	<b>103</b>	<b>9953842</b>	<b>100.00</b>

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	4	12882418	-	-	4	12882418

**Item No. 4: Ratification of Appointment of M/s Manesh Mehta & Associates, Chartered Accounts (Firm Registration No. 115832W) as Statutory Auditors of the Company.**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	102	24479548	1	46	103	24479594	100.00
<b>Dissent</b>	4	89	-	-	4	89	0.00
<b>Total</b>	<b>106</b>	<b>24479637</b>	<b>1</b>	<b>46</b>	<b>107</b>	<b>24479683</b>	<b>100.00</b>

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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

**Item No. 5: Ratification of Remuneration payable to Cost Auditors of the Company for Financial Year: 2020-21**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	102	24479470	1	46	103	24479516	100.00
<b>Dissent</b>	4	167	-	-	4	167	0.00
<b>Total</b>	<b>106</b>	<b>24479637</b>	<b>1</b>	<b>46</b>	<b>107</b>	<b>24479683</b>	<b>100.00</b>

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	-	-	-	-	-	-

**Item No. 6: Remuneration of Mr. Manoj Ajmera (DIN:00013728), Managing Director for balance tenor of his directorship.**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	100	18559080	1	46	101	18559126	100.00
<b>Dissent</b>	5	239	-	-	5	239	0.00
<b>Total</b>	<b>105</b>	<b>18559319</b>	<b>1</b>	<b>46</b>	<b>106</b>	<b>18559365</b>	<b>100.00</b>

Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	1	4139467	-	-	1	4139467

**Item No. 7: Remuneration of Mr. Sanjay C. Ajmera (DIN:00012496), Whole time Director for balance tenor of his directorship**

Particulars	Remote e-Voting		e-Voting at AGM		Total		% of valid votes
	Number	Votes	Number	Votes	Number	Number	
<b>Assent</b>	99	24476351	1	46	100	24476397	100.00
<b>Dissent</b>	5	239	-	-	5	239	0.00
<b>Total</b>	<b>104</b>	<b>24476590</b>	<b>1</b>	<b>46</b>	<b>105</b>	<b>24476636</b>	<b>100.00</b>

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Invalid Votes / Abstained from voting	Remote e-Voting		e-Voting at AGM		Total	
	Number	Votes	Number	Votes	Number	Votes
	1	900	-	-	1	900

8. The relevant records relating to remote e-Voting and e-Voting at AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 33<sup>rd</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.
9. This report has been issued at the request of the Company for (i) submission to Stock Exchanges and (ii) to be placed on website of the Company. This Report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

  


**HARESH SANGHVI**  
**Practicing Company Secretary**  
**FCS 2259/ CoP No.3675**  
**UDIN: F002259B000841251**

**Place: Mumbai**  
**Date : 1<sup>st</sup> October, 2020**