



BP & ASSOCIATES
Company Secretaries

Scrutinizer's Report - CONSTRONICS INFRA LIMITED

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
CONSTRONICS INFRA LIMITED
No. 77, 2nd Floor, Chamiers Road, Alwarpet, Raja
Annamalaipuram, Chennai - 600028."

Respected Sir,

Sub: Passing of Resolution by Postal Ballot

"We, BP & Associates, Company Secretaries, Chennai, have been appointed as the Scrutinizer by the Board of Directors of CONSTRONICS INFRA LIMITED ("the Company") at its meeting held on 30th March 2024 for the purpose of scrutinizing electronic voting (e-voting) for the Postal Ballot Notice dated Saturday, the 30th day of March, 2024, pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 General circular No. 3/2022 dated 05th May 2022, No.11/2022 dated 28th December 2022 and No. 09/2023 dated 25th September 2023 ("MCA Circulars").

We hereby state that, We are familiar and well versed with the concept of Postal Ballot through electronic voting system as prescribed under the said Rules. "

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Postal Ballot Notice.





2. Our responsibility as scrutinizer for the e-voting facility for e-voting is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for e-voting by the Shareholders of the Company.
3. The e-Voting period remained open from Monday, 01st April, 2024 at 9.00 a.m. (IST) and ended on Tuesday, 30th April 2024 at 5:00 p.m. (IST). During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 22nd March, 2024 have casted their vote electronically were entitled to vote on the proposed 6 (Six) resolutions as mentioned in the Postal Ballot Notice dated 30th March, 2024 and subsequent Corrigendum 03rd April 2024 and 13th April 2024 of "CONSTRONICS INFRA LIMITED" (Item Number 1 to 6 of the Postal Ballot Notice).
4. As per the information given by the Company, the names of the shareholders who had voted by e-voting through the facility provided by CDSL had been blocked and was not allowed to vote beyond the said date and time.
5. After closure of e-voting, the votes cast through Postal Ballot evoting were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd .The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

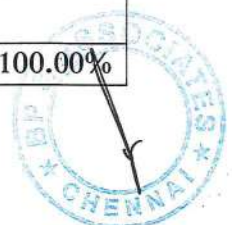
Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.

6. The result of the E- voting is as under:

Item No - 1

Special Resolution - APPROVAL FOR ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	25,32,302	100.00%	-	0.00%	-	0.00%	25,32,302	100.00%
	25,32,302	100.00%	-	0.00%	-	0.00%	25,32,302	100.00%





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Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.

Item No - 2

Special Resolution - AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%
	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.

Item No - 3

Special Resolution - AUTHORIZATION UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%
	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.



**Item No - 4**

Special Resolution - APPOINTMENT OF MR. TIRUKKURUNGUDI SESHADRI SRINIVASAN (DIN: 07044410) AS AN INDEPENDENT DIRECTOR.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%
	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.

Item No - 5

Special Resolution - TO APPROVE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%
	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.

Item No - 6

Special Resolution - CREATION OF CHARGE / SECURITY ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes		Total	
	Nos.	%	Nos.	%	Nos.	%	Nos.	%
E-Voting	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%
	25,32,802	100.00%	-	0.00%	-	0.00%	25,32,802	100.00%





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Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.

7. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you,

Yours Faithfully,

BP & Associates

Company Secretaries

Peer Review No.:P2015TN040200

K.J. CHANDRA MOULI

Partner

C P No: 15708 | M No: F11720

UDIN: F011720F000294145

Place: Chennai

Date: 02nd May 2024

