

Date: 29<sup>th</sup> September, 2018

To,  
The Corporate Relations Department,  
Bombay Stock Exchange,  
PJ Tower,  
Dalal Street, Fort,  
Mumbai- 400001

Dear Sir/ Madam,

Ref: Scrip Code- 530777

Subject: Regulation 44 and Scrutinizer Report of 29<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018

Dear Sir/ Madam,

We hereby inform the Exchange that the 29<sup>th</sup> Annual General Meeting of Infra Industries Limited was held on Friday, 29<sup>th</sup> September, 2018 at 10.00 A.M.

In this regard, please find enclosed herewith the following:

- 1) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure - II.
- 2) Report of Scrutinizer dated 29<sup>th</sup> September, 2018, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

For Infra Industries Ltd.

  
Manoj Ambhani  
Managing Director  
DIN: 00015012



# INFRA INDUSTRIES LTD

4-B-1,4th flr,Court Chamber,New Marine lines, Mumbai-400 020.  
Tel:91-22-32948372, Fax: 91-22-66348601, Visit us at: www.infra.co.in, CIN L25200MH1989PLC054503

## Annexure II

### Format of Voting Results

Date of the AGM	28 <sup>th</sup> September, 2018
Total number of shareholders on record date	1031
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	20
No. of Shareholders attended the meeting through Video Conferencing	Nil
Promoters and Promoter Group:	
Public:	

### Agenda- wise disclosure

ITEM No 1: To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended on that date, together with the Reports of Directors and Auditor's thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/ resolution?			NO					
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	4121222	0	0	0	0	0	0
	Poll		2921322	70.88	2921322	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		2921322	70.88	2921322	0	100	0

Public Institution	E-voting	74500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	74500	0	0	0	0	0	0
Public Non Institutions	E-voting	1787378	830	0.05	630	200	75.90	24.10
	Poll		9210	0.52	9210	00	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1787378	10040	0.57	9840	200	98.01	1.99
Total		5983100	2931362	48.99	2931162	200	99.99	0.01

Item No.2: To appoint a Director in place of Mr. Mukesh Ambani (DIN: 00005012) who retires by rotation and being eligible offers himself for re-appointment.

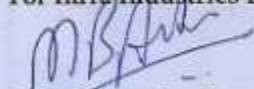
Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes in Favour (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	4121222	0*	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total	4121222	0	0	0	0	0	0
Public Institution	E-voting	74500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	74500	0	0	0	0	0	0
Public Non Institutions	E-voting	1787378	830	0.05	630	200	75.90	24.10
	Poll		9210	0.52	9210	00	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1787378	10040	0.57	9840	200	98.01	1.99
Total		5983100	10040	0.167	9840	200	98.01	1.99

\* Promoter and Promoter's group are interested in the Resolution. Hence, their vote casted through Poll will not be considered.

ITEM No 3: To Appoint Mr. Ramkrishna Ghone (DIN: 00169976) as Director of the Company:

Resolution required: (Ordinary/Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	4121222	0	0	0	0	0	0
	Poll		2921322	70.88	2921322	0	100	0
	Postal Ballot (if Applicable)		0	0	0	0	0	0
	Total		2921322	70.88	2921322	0	100	0
Public Institution	E-voting	74500	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-voting	1787378	830	0.05	630	200	75.90	24.10
	Poll		9210	0.52	9210	00	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10040	0.57	9840	200	98.01	1.99
Total		5983100	2931362	48.99	2931162	200	99.99	0.01

For Infra Industries Limited



Mukesh Ambani  
Managing Director  
DIN: 00005012



**Scrutinizer's Report - Combined**

To,  
**The Chairman**  
**INFRA INDUSTRIES LIMITED**

29<sup>th</sup> Annual General Meeting of the members of **Infra Industries Limited** (the Company) held on the 28<sup>th</sup> day of September, 2018 at **Malabar Hill Club Limited, B.G. Kher Marg, Malabar Hill, Mumbai- 400 006, at 10.00 A.M.**

Dear Sir,

1. I, **Suhas Ganpule**, a Company Secretary in practice, have been appointed as a scrutinizer by
  - (i) the Board of Directors of **Infra Industries Limited** (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
  - (ii) the Chairman of the Annual General Meeting (AGM) on poll under provisions of Section 109 of the Companies Act, 2013, read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 29<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday 28<sup>th</sup> day of September, 2018 at **Malabar Hill Club Limited, B.G. Kher Marg, Malabar Hill, Mumbai-400 006** at 10.00 A.M.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through electronic means) at AGM.
3. I have issued separate Scrutinizer's Report dated **29<sup>th</sup> day of September, 2018 on the e-voting and on the poll** on the resolutions contained in the notice to the AGM. As requested by the management I hereby submit herewith my combined report on the results of e-voting together with that of Poll as under:-





# SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999

E-mail : suhas62@yahoo.com

E-mail : sg.sgfir@gmail.com

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
	No. of Shares	% of total number of valid votes cast (Favour and Against)	No. of Shares	% of total number of valid votes cast (Favour and Against)	Nos. Votes	No of Shares
Item No. 1 of the Notice (As an Ordinary Resolution)	29,31,162	99.99	200	0.0068	1	1
Item No. 2 of the Notice (As an Ordinary Resolution)	9840	0.335	200	0.0068	6	2921323
Item No. 3 of the Notice (As an Ordinary Resolution)	29,31,162	99.99	200	0.0068	1	1

Thanking you,  
Yours faithfully,

For SG and Associates,  
Practicing Company Secretaries

Suhas Ganpule  
Proprietor  
Membership No.12122  
COP No: 5722

Place: Mumbai  
Date: 29<sup>th</sup> September, 2018

SG & ASSOCIATES  
COMPANY SECRETARIES

SUHAS S. GANPULE  
PROPRIETOR  
C.P. NO. 5722



## Scrutinizer's Report

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

To,  
The Chairman  
Infra Industries Limited

29<sup>th</sup> Annual General Meeting of the members of Infra Industries Limited (the Company) held on Friday 28<sup>th</sup> day of September, 2018 at Malabar Hill Club Limited, B.G. Kher Marg, Malabar Hill, Mumbai- 400 006 at 10.00 A.M.

Dear Sir,

I, **Suhas Ganpule**, a Company Secretary in-Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 29<sup>th</sup> Annual General Meeting of the Members of **Infra Industries Limited**, held on 28<sup>th</sup> day of September, 2018 at 10:00 A.M at "Malabar Hill Club Limited, B.G. Kher Marg, Malabar Hill, Mumbai- 400 006", submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our 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 and the authorizations/proxies lodged with the Company.
3. I did found 1(one) poll papers invalid & the votes casted by 5 Promoter Members were considered as invalid in resolution No. 2 as they were interested.
4. The result of the Poll is as under:



**Item No. 1:-**

**Ordinary Resolution-** To approve, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended on that date, together with the Reports of Directors and Auditor's thereon

(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
24	29,30,532	100%

(ii) Voted against 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
Nil	Nil	N.A.

(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	1

**Item No. 2:-**

**Ordinary Resolution:** To re-appoint Mr. Mukesh Ambani (DIN: 00005012) as a Managing Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

(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
19	9210	100

(ii) Voted against 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
Nil	Nil	N.A.

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6	29,21,323

**Item No. 3:-**

**Ordinary Resolution-** To Regularize the appointment of Mr. Ramkrishna Ghone (DIN: 00169976) as non Executive Independent Director.

(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
24	29,30,532	100%

(ii) Voted against 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
--	------------------------------	---------------------------------------

# SG & ASSOCIATES

Company Secretaries

9820057999 / 9819757999  
E-mail : suhas62@yahoo.com  
E-mail : sg.sfirm@gmail.com

Room No.1, 1st Floor, New Vora House,  
Gram Panchayat Road, Above Kajal  
Jewellers, Goregaon (West), Mumbai - 62.

Nil	Nil	N.A.
-----	-----	------

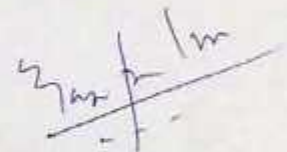
(iii) Invalid votes:

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

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

For SG and Associates,  
Practicing Company Secretaries



Suhas Ganpule  
Proprietor  
Membership No.12122  
COP No: 5722

Place: Mumbai  
Date: 29<sup>th</sup> September, 2018

**SG & ASSOCIATES**  
**COMPANY SECRETARIES**



**SUHAS S. GANPULE**  
**PROPRIETOR**  
**C.P. NO. 5722**



**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman,  
**Infra Industries Limited**

**Report of Scrutinizer**

I, **Suhas Ganpule**, a Company Secretary in Practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice of 29<sup>th</sup> Annual General Meeting of **Infra Industries Limited**.

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 29<sup>th</sup> Annual general meeting issued to the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of Annual General Meeting, and based on the reports generated from the e-voting system provided by **Central Depository Services Limited (CDSL)**, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under:-
  - i. The e-voting period remained open from Tuesday, 25<sup>th</sup> September, 2018 from 09.00 A.M and ended on Thursday, 27<sup>th</sup> September, 2018 at 05.00 P.M.
  - ii. The members of the Company as on the "cut-off" date i.e 20<sup>th</sup> September, 2018, were entitled to vote on the resolutions contained in the Notice of Annual General Meeting.
  - iii. The votes cast were unblocked on 28<sup>th</sup> September, 2018 in the presence of 2 witnesses, **Ms. Sanjali Mishra** and **Ms. Shatabdi Salve** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





(Ms. Sanjali Mishra)



(Ms. Shatabdi Salve)

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) (i.e. <https://www.evotingindia.com/>) and based on such reports generated, the result of the e voting is as under:

**Item No. 1:**

**Ordinary Resolution:** To approve, consider and adopt the Audited Balance Sheet as at March 31, 2018 and statement of Profit and Loss for the year ended on that date, together with the Reports of Directors and Auditor's thereon.

**(i) Voted in favour of the resolution:**

Number of Members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
3	630	75.90%

**(ii) Voted against the resolution:**

Number of members voted through electronic system	Number of votes cast (Shares)	% of total number of valid votes cast
1	200	24.10%

**(iii) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of invalid votes cast (Shares)
-	-

