

MINUTES OF THE PROCEEDINGS OF DECLARATION OF RESULT OF POSTAL BALLOT CONDUCTED BY INFRA INDUSTRIES LIMITED ON 2ND JULY, 2016 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, DHIRAJ CHAMBERS, 9 HAZARIMAL SOMANI MARG, MUMBAI- 400 001, IN TERMS OF SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 22 AND 25 OF THE COMPANIES (MANAGEMENT & ADMINISTRATION) RULE, 2014 FOR THE RESOLUTION AS SET OUT IN THE NOTICE TO POSTAL BALLOT DATED 25TH MAY 2016.

PRESENT:

Mr. Mukesh Ambani	- Chairman and Managing Director
Mr. Jagdishchandra Ghumara	- Independent Director
Mr. Sandeep Shah	- Independent Director
Mrs. Kavita Pawar	- Additional Women Director


The Board of Directors of the Company at their Meeting held on May 25, 2016 had authorized the Managing Director of the Company to conduct the entire Postal Ballot Process and also to declare the results of Postal Ballot.

In accordance with applicable provisions of Section 110 of The Companies Act, 2013 The Managing Director on authorization of the Board of Directors, had issued a Notice of Postal Ballot dated May 25, 2016 for seeking the consent of shareholders on the Resolution as set out in Notice.

Brief process followed for Postal Ballot was as under:

The entire Postal Ballot process was carried out by the scrutinizer in a fair and transparent manner. The Notice of Postal Ballot as per Section 110 of the Companies Act 2013 (hereinafter referred to as the "act") along with the explanatory statement under Section 102 of the Act Postal Ballot Forms, e-voting user IDs, passwords and self addressed business reply envelopes were sent to all the members, whose names appear on the Register of Member / list of beneficial owners as received from the NSDL/CDSL as on May 27, 2016. For all the Member who had not registered their email ids, the relevant documents were sent by post. For all the member who had registered their email ids, the documents were sent electronically by email. Intimation about completion of dispatch of the Postal Ballot forms and the last date for receipt of reply from shareholders/ completion of e-voting was intimated to the member by way of publication of advertisement in the "Mumbai Lakshdeep" (Marathi) and "Active Times" (English) on Tuesday 31st May, 2016.

The voting period commenced from 10.00 A.M. on 31st May 2016, till close of business hours i.e. 5.00 P.M. on 30th June 2016, where the member were given option to cast their votes either electronically or by way physical Postal Ballot forms.



As per the provisions of Section 180(1)(a) consent of the Members of the Company is required to be obtained to authorise the Board of Directors of the company ("the board" which expression shall also include committee(s) thereof) to dispose off, sell and transfer the Land & factory building situated at Survey No. 147/2B & 147/3 GST Road, Pukkathurai Village, Madurantakam Taluk, Kancheepuram- 603308.

Resolution proposed in the Notice of Postal Ballot dated 25th May 2016.

Special Business :

1. To consider and, if thought fit, to pass the following resolution as Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them. Consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include Committee(s) thereof) to dispose off, sell and transfer the Land & factory building situated at Survey No. 147/2B & 147/3 GST Road, Pukkathurai Village, Madurantakam Taluk, Kancheepuram- 603308 admeasuring approximately 3.53 acres (hereinafter referred to as "Property") on as is where is basis to any prospective Buyer at such price as may be negotiated and on such terms and conditions as the Board of Directors may think proper and beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, incidental or ancillary to the sale or the Property without further reference to the Members of the Company, including finalising the terms and conditions, methods and modes of payment in respect thereof, and finalising and executing necessary documents including agreements, deeds of assignment, conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may required or necessary in this matter for making submissions at Stock Exchanges, Registrar of Companies and all other approval authorities in this regard."

Extract and summary of scrutinizers report:

The extract of scrutinizers report as submitted on 1st July 2016.



		Pukkathurai Village Madurantakam Taluk, Kancheepuram-603308.	
Sr no.	Particulars	No. of PEF/E-Voting	No. of Shares
1)	Postal Ballot forms (PBF) received	40	2946733
2)	E-voting Confirmations	1	599
	TOTAL VOTING	41	2947332
3)	Less: a) Invalid Postal Ballot Forms/Invalid E-Voting	Nil	Nil
	b) Duplicate Voting (As Voted In Both Physical Postal Ballot And Thru E-Voting)	Nil	Nil
4)	Net valid postal ballot forms /e-voting confirmations:	41	2947332
a)	Postal Ballot Forms/E-Voting With Assent For The Resolution	40	2946832
	% of Assent	99.98	-
b)	Postal Ballot Forms/E-Voting With Dissent For The Resolution	1	500
	% of Dissent	0.02	-

Result of Postal Ballot declared by Managing Director at the Registered office:

Based on the Scrutinizers Report from Mr. Suhas Ganpule, Mr. Mukesh Ambani, Managing Director of the Company declared the results of Postal Ballot on 02nd July 2016 at 11.00 A.M. and stated that the Special Resolution received an assent of 2946832 of the total votes.

Thus, the Special Resolution as stated in Postal Ballot Notice dated 25th May, 2016 was passed by the Shareholders of the Company with requisite majority.

The above results as declared by the Managing Director was intimated to the exchange and also uploaded on the website of the company at www.infra.co.in and published in newspapers viz the Active times (English Newspaper) and Mumbai Lakshdeep (Marathi Newspaper).

Date: 02nd July, 2016

Place: Mumbai


CHAIRMAN