

INFRA INDUSTRIES LIMITED  
DATE OF AGM: 29TH SEPTEMBER, 2014

TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE: 1010

NUMBER OF SHAREHOLDERS PRESENT EITHER IN MEETING OR PROXY:

(Based on Shareholders registering attendance\*)

PROMOTERS AND PROMETERS GROUP: 9

PUBLIC: 14

NUMBER OF PERSONS ATTENDING THE MEETING THROUGH VIDEO CONFERENCING:

PROMOTERS AND PROMETERS GROUP: Nil

PUBLIC: Nil

**DETAILS OF AGENDA:**

PROMETER/PUBLIC	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
<b>Resolution 1 - Adoption of the Audited Financial Statements for the year ended March 31st March, 2014</b>							
<b>Resolution required- Ordinary</b>							
<b>Mode of Voting- (E- Voting)</b>							
Promoters and Prometers Group	0	0	0	0	0	0	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	0	0	0	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Mode of Voting- (Poll)</b>							
Promoters and Prometers Group	4171422	2921322	70.03	2921322	0	100	0
Public- Institutional Holders	74500	0	0	0	0	0	0
Public- Others	1737178	2992	0.17	2992	0	100	0
<b>TOTAL (B)</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>RESULT A+B</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>





PROMETER/ PUBLIC	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
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**Resolution 2- To Re-appoint of MR. BHUPENDRA J. AMBANI Director who retires by Rotation**  
Resolution required- Ordinary

Mode of Voting- (E- Voting)							
Promoters and Promoters Group	0	0	0	0	0	0	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	0	0	0	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Mode of Voting- (Poll)							
Promoters and Promoters Group	4171422	2921322	70.03	2921322	0	100	0
Public- Institutional Holders	74500	0	0	0	0	0	0
Public- Others	1737178	2992	0.17	2992	0	100	0
<b>TOTAL (B)</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>RESULT A+B</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution 3- Re-Appointment of M/S. Chaturvedi & Shah, Chartered Accountants as Auditors and Fixation of remuneration**  
Resolution required- Ordinary

Mode of Voting- (E- Voting)							
Promoters and Promoters Group	0	0	0	0	0	0	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	0	0	0	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Mode of Voting- (Poll)							
Promoters and Promoters Group	4171422	2921322	70.03	2921322	0	100	0
Public- Institutional Holders	74500	0	0	0	0	0	0
Public- Others	1737178	2992	0.17	2992	0	100	0
<b>TOTAL (B)</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>RESULT A+B</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>



PROMETER/ PUBLIC	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
<b>Resolution 4- To Appoint MR SANDEEP RAVINDRA SHAH as an Independent Director</b>							
Resolution required- Ordinary							
<b>Mode of Voting- (E- Voting)</b>							
Promoters and Promoters Group	0	0	0	0	0	0	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	0	0	0	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Mode of Voting- (Poll)</b>							
Promoters and Promoters Group	4171422	2921322	70.03	2921322	0	100	0
Public- Institutional Holders	74500	0	0	0	0	0	0
Public- Others	1737178	2992	0.17	2992	0	100	0
<b>TOTAL (B)</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>RESULT A+B</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Resolution 5- To Appoint MR. ASHWIN SOOMANLAL SHAH as an Independent Director</b>							
Resolution required- Ordinary							
<b>Mode of Voting- (E- Voting)</b>							
Promoters and Promoters Group	0	0	0	0	0	0	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	0	0	0	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Mode of Voting- (Poll)</b>							
Promoters and Promoters Group	4171422	2921322	70.03	2921322	0	100	0
Public- Institutional Holders	74500	0	0	0	0	0	0
Public- Others	1737178	2992	0.17	2992	0	100	0
<b>TOTAL (B)</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>RESULT A+B</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>



PROMETER/ PUBLIC	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
<b>Resolution 6- To Re-appoint MR. MUKESH B. AMBANI as a Managing Director of the Company for the period of Five years from 01.09.2014</b>							
Resolution required- Special							
Mode of Voting- (E- Voting)							
Promoters and Promoters Group	0	0	0	0	0	0	0
Public- Institutional Holders	0	0	0	0	0	0	0
Public- Others	0	0	0	0	0	0	0
<b>TOTAL (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Mode of Voting- (Poll)							
Promoters and Promoters Group	4171422	2921322	70.03	2921322	0	100	0
Public- Institutional Holders	74500	0	0	0	0	0	0
Public- Others	1737178	2992	0.17	2992	0	100	0
<b>TOTAL (B)</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>RESULT A+B</b>	<b>5983100</b>	<b>2924314</b>	<b>48.87</b>	<b>2924314</b>	<b>0</b>	<b>100</b>	<b>0</b>

**R. N. SHAH & ASSOCIATES**  
Company Secretaries

Tele-fax : 022 2836 9965  
Mobile(s) : 93247 60604  
022 20526554  
Email : rshah1954@yahoo.com

**Rajnikant N. Shah**  
B. Com. (Hons.); LL.B. (Gen.); F.C.S.

**OFFICE:**  
Office No.306, Apollo Complex,  
R. K. Singh Marg, Off. Parsi  
Panchayat Road, Old Nagardas  
Road, Andheri (East)  
Mumbai - 400 069.

**Date:** 27<sup>th</sup> September, 2014

**SCRUTINIZER'S REPORT**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(ix) of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement.

To,  
The Chairman  
25<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of **INFRA INDUSTRIES LIMITED**, to be held on 29<sup>th</sup> September, 2014  
at 10.30 A.M. at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill,  
Mumbai - 400 006.

Dear Sir,

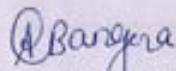
I, RAJNIKANT NAROTTAMDAS SHAH proprietor of R.N. SHAH & ASSOCIATES, a Company Secretary having registered office at Office No.306, Apollo Complex, R. K. Singh Marg, Off. Parsi Panchayat Road, Andheri (East), Mumbai-400069 have been appointed as a scrutinizer of INFRA INDUSTRIES LIMITED ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried as per the Provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement on the below mentioned resolution(s), at the 25<sup>th</sup> Annual General Meeting of the Equity Share holders of INFRA INDUSTRIES LIMITED, to be held on 29<sup>th</sup> Day of September, 2014 at 10.30 a.m. at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill, Mumbai - 400006.

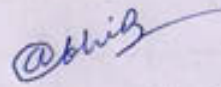
We submit our report as under:

1. The e-voting period remained open from 25<sup>th</sup> Sep, 2014 (9:00 a.m.) to 26<sup>th</sup> Sep, 2014 (5:00 p.m.).
2. The Shareholder holding share as on the " cut off" date i.e. 12<sup>th</sup> September, 2014 were entitled to vote on the proposed resolution (item no.1 to 6 as set out in the notice of the 25<sup>th</sup> Annual General Meeting of Infra Industries Limited).



3. The votes were unblocked on 27<sup>th</sup> September, 2014 around 10.10 a.m. in presence of two witnesses, Ms. Ashwini S. Bangera (Vijay Sadan Chawl, Malpa Hill No.3, Room No. 5, Andheri East, Mumbai- 400093) and Mr. Abhishek D. Buddhadev (A-502, Krishna Niwas CHS, Irani Wadi, Road No. 3, Kandivali West, Mumbai-400067) who are not in the employment in the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
(Ashwini S. Bangera)

  
(Abhishek D. Buddhadev)

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of **Central Depository Services (India) Limited (CDSL)** ([www.evotingindia.com](http://www.evotingindia.com))- **Annexure A**

5. The results of the e-voting is as under:

- a) **Resolution 1- Adoption of the Audited Financial Statements for the year ended March 31<sup>st</sup> March, 2014**

- i) Voted in **favour** of the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Favour of resolution	% of total number of valid voters cast
Nil	Nil	Nil

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

Number of Members voted through electronic voting system	Number of votes cast in against the resolution	% of total number of valid voters cast
Nil	Nil	Nil

- iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



**b) Resolution 2- To Re-appoint Mr. Bhupendra J. Ambani as Director who retires by Rotation**

i) Voted in **favour** of the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Favour of resolution	% of total number of valid voters cast
Nil	Nil	Nil

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in against the resolution	% of total number of valid voters cast
Nil	Nil	Nil

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**c) Resolution 3- Re-Appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai as Auditors and Fixation of remuneration**

i) Voted in **favour** of the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Favour of resolution	% of total number of valid voters cast
Nil	Nil	Nil



ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in against the resolution	% of total number of valid voters cast
Nil	Nil	Nil

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

d) **Resolution 4- To Appoint Mr. Sandeep Ravindra Shah as an Independent Director**

i) Voted in **favour** of the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Favour of resolution	% of total number of valid voters cast
Nil	Nil	Nil

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in against the resolution	% of total number of valid voters cast
Nil	Nil	Nil

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





e) **Resolution 5- To Appoint Mr. Ashwin Soomanlal Shah as an Independent Director**

i) Voted in **favour** of the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Favour of resolution	% of total number of valid voters cast
Nil	Nil	Nil

ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in against the resolution	% of total number of valid voters cast
Nil	Nil	Nil

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f) **Resolution 6- To Re-appoint Mr. Mukesh B. Ambani as Managing Director for a period of Five years**

i) Voted in **favour** of the Resolution:

Number of Members voted through electronic voting system	Number of votes cast in Favour of resolution	% of total number of valid voters cast
Nil	Nil	Nil



ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast in against the resolution	% of total number of valid voters cast
Nil	Nil	Nil

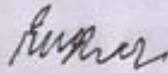
iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours Faithfully,



**RAJNIKANT N. SHAH**  
Proprietor, R. N. Shah & Associates  
Company Secretaries  
F.C.S. 1629: C.P. 700



Place: Mumbai

Date: 27<sup>th</sup> Sept, 2014

## FORM MGT-13

### Scrutinizer(S) Report

Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of Companies  
(Management and Administration) Rules, 2014

To,

The Chairman

25<sup>th</sup> Annual General Meeting of the Equity Shareholders

of **INFRA INDUSTRIES LIMITED**,

held on 29<sup>th</sup> September, 2014 at 10.30 A.M.

at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill, Mumbai – 400 006

I, RAJNIKANT NAROTTAMDAS SHAH, appointed as a scrutinizer for the purpose of e-voting and poll taken of below mentioned Resolutions at the Annual General Meeting of Equity Share Holders of INFRA INDUSTRIES LIMITED held on 29<sup>th</sup> Sept, 2014 at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill, Mumbai – 400 006, submit my Report as under:

1. After the time fixed for closing of the evoting and poll by Chairman, Mr. Bhupendra J. Ambani, ballots boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and /or which were found defective have been treated as invalid and kept separately.
4. The results of the Poll is as under:

**a) Resolution 1- Adoption of the Audited Financial Statements for the year ended March 31<sup>st</sup> March, 2014**

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
23	2924314	100

ii) Voted **against** 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
0	0	0



iii) **Invalid** votes:

Number of members present ( in person or by proxy) whose votes were declared invalid	total number of votes cast by them
0	0

b) **Resolution 2- To Re-appoint Mr. Bhupendra J. Ambani as Director who retires by Rotation**

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
23	2924314	100

ii) Voted **against** 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
0	0	0

iii) **Invalid** votes:

Number of members present ( in person or by proxy) whose votes were declared invalid	total number of votes cast by them
0	0

c) **Resolution 3- Re-Appointment of M/s. Chaturvedi & Shah, Chartered Accountants, Mumbai as Auditors and Fixation of remuneration**

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
23	2924314	100

ii) Voted **against** 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
0	0	0



iii) **Invalid** votes:

Number of members present ( in person or by proxy) whose votes were declared invalid	total number of votes cast by them
0	0

d) **Resolution 4- To Appoint Mr. Sandeep Ravindra Shah as an 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
23	2924314	100

ii) Voted **against** 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
0	0	0

iii) **Invalid** votes:

Number of members present ( in person or by proxy) whose votes were declared invalid	total number of votes cast by them
0	0

e) **Resolution 5- To Appoint Mr. Ashwin Soomanlal Shah as an 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
23	2924314	100

ii) Voted **against** 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
0	0	0

iii) **Invalid** votes:

Number of members present ( in person or by proxy) whose votes were declared invalid	total number of votes cast by them
0	0



**f) Resolution 6- To Re-appoint Mr. Mukesh B. Ambani as Managing Director for a period of Five years**

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
23	2924314	100

ii) Voted **against** the resolution:

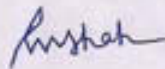
Number of members present and voting ( in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii) **Invalid** votes:

Number of members present ( in person or by proxy) whose votes were declared invalid	total number of votes cast by them
0	0

1. A Compact Disk (CD) containing a list of Shareholders who voted "FOR", "AGAINST" And those votes were declared invalid for each resolution is enclosed.
2. The poll papers and other relevant records were sealed and handed over to Mr. Mukesh B. Ambani, Managing Director authorised by Company for safe keeping.

Yours Faithfully,



**RAJNIKANT N. SHAH**  
Proprietor, R. N. Shah & Associates  
Company Secretaries  
F.C.S. 1629: C.P. 700



Place: Mumbai

Date: 29<sup>th</sup> September, 2014