

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

# TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE: 1010

NUMBER OF SHAREHOLDERS PRESENT EITHER IN MEETING OR PROXYY:

PUBLIC: PROMOTERS AND PROMETERS GROUP: (Based on Shareholders registering attendence\*)

NUMBER OF PERSONS ATTENDING THE MEETING THROUGH VIDEO CONFERENCING:

PUBLIC: PROMOTERS AND PROMETERS GROUP: ZZ

# DETAILS OF AGENDA:

	100	0	2924314	48.87	2924314	5983100	RESULT A+B
	100	0	2924314	48.87	2924314	5983100	TOTAL (B)
	100	0	2992	0.17	2992	1737178	Public- Others
	0	0	0	0	0	74500	Public- Institutional Holders
100	100	0	2921322	70.03	2921322	4171422	Prometers and Prometers Group
			Poll)	Mode of Voting- (Poll)			
	0	0	0	0	0	0	TOTAL (A)
	0	0	0	0	0	0	Public- Others
	0	0	0	0	0	0	Public-Institutional Holders
	0	0	0	0	0	0	Prometers and Prometers Group
			Voting)	Mode of Voting- (E- Voting			
	st March, 2014	nded March 31s	is for the year e ordinary	Resolution 1- Adoption of the Audited Financial Statements for the year ended March 31st March, 2014  Resolution required- Ordinary	on of the Audit	lution 1- Adoptic	Reso
% OF VOTES AGAINST ON VOTES POLLED (7)-[(5)/(2)]*100	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100	NO. OF VOTES AGAINST (5)	NO. OF VOTES IN FAVOUR (4)	% OF VOTES POLLED ON OUTSTANDING SHARES (3)-[(2)(1)]*100	NO. OF VOTES POLLED (2)	NO, OF SHARES HELD (1)	PROMETER/ PUBLIC



RESULT A+B	TOTAL (B)	Public- Others	Public- Institutional Holders	Prometers and Prometers Group		TOTAL (A)	Public- Others	Public- Institutional Holders	Prometers and Prometers Group		Re	PROMETER/ PUBLIC
5983100	5983100	1737178	74500	4171422		0	0	0	0		solution 2- To R	NO. OF SHARES HELD (1)
2924314	2924314	2992	0	2921322		0	0	0	0		e-appoint of MI	NO. OF VOTES POLLED (2)
48.87	48.87	0.17	0	70.03	Mode of Voting- (Poll)	0	0	0	0	Mode of Voting- (E- Voting	Resolution 2- To Re-appoint of MR. BHUPENDRA J. AMBANI Director who retires by Rotation Resolution required-Ordinary	% OF VOTES POLLED ON OUTSTANDING SHARES (3)-[(2)/(1)]*100
2924314	2924314	2992	0	2921322	(Poll)	0	0	0	0	Voting)	AMBANI Directory	NO. OF VOTES IN FAVOUR (4)
0	0	0	0	0		0	0	0	0		ctor who retire	NO. OF VOTES AGAINST (5)
100	100	100	0	100		0	0	0	0		by Rotation	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100
0	0	0	0	0		0	0	0	0			% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)/(2)]*100

		M	Mode of Voting- (E- Voting)	Voting)			
rometers and Prometers Group	0	0	0	0	0	0	0
ublic- Institutional Holders	0	0	0	0	0	0	0
ublic- Others	0	0	0	0	0	0	0
TOTAL (A)	0	0	0	0	0 ,	0	0
		(A)	Mode of Voting- (Poll)	(Poll)			
ometers and Prometers Group 4	4171422	2921322	70.03	2921322	0	100	0
ublic- Institutional Holders	74500	0	0	0	0	0	0
ublic- Others 1	1737178	2992	0.17	2992	0	100	0
TOTAL (B) 5	5983100	2924314	48.87	2924314	0	100	0



Prometers and Prometers Group Public- Institutional Holders Public- Others

RESULT A+B

48.87

TOTAL (B)

1737178 5983100

48.87

100 0 00

0.17  70.03

Mode of Voting- (Poll)

	Public- Others 0 0 0 0	Public- Institutional Holders 0 0 0 0	Prometers and Prometers Group 0 0 0 0	Mode of Voting- (E- Voting)	Resolution 5-To Appoint MR, ASHWIN SOOMANLAL SHAH as an Independent Director Resolution required- Ordinary	RESULT A+B 5983100 2924314 48.87 2924314	TOTAL (B) 5983100 2924314 48.87 2924314	Public-Others 1737178 2992 0.17 2992	Public- Institutional Holders 74500 0 0 0	Prometers and Prometers Group 4171422 2921322 70.03 2921322	Mode of Voting- (Poll)	TOTAL (A) 0 0 0 0	Public-Others 0 0 0 0	Public- Institutional Holders 0 0 0 0	Prometers and Prometers Group 0 0 0 0	Mode of Voting- (E- Voting)	Resolution 4- To Appoint MR SANDEEP RAVINDRA SHAH as an Independent Director Resolution required- Oridnary	PROMETER/ PUBLIC  SHARES HELD  (I)  NO. OF VOTES  NO. OF VOTES  POLLED ON OUTSTANDING SHARES  (I)  (2)  (3)=[(2)/(1)]*100  NO. OF VOTES  NO. OF VOTES (A) (4)
		0	0		AH as an Independer	314 0	314 0	0 0	0	322 0		0	0	0	0		VH as an Independen	OF NO. OF SIN VOTES AGAINST (5)
0		0	0		n Director	100	100	100	0	100		0	0	0	0		Director	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)(2)]*100
	0	0	0			0	0	0	0	0	The second second	0	0	0	0			% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)(2)]*100



TOTAL (A) 0 0 0 0 0 0 0	Resolution 6- To Re-app  Prometers and Prometers Group	iHARES HELD (1) aint MR. MUKE	POLLED (2) SH B. AMBAN	OUTSTANDING SHARES (3)=[(2)(1)]*100 VI as a Managing Dire Resolution required- Mode of Voting- (E-	(4) ctor of the Con Special Voting)	AGAINST (5)	VOTES POLLED (6)=[(4)/(2)]*100 iod of Five years fron
(3)*[(2)*(1)]*100	4	SHARES HELD	POLLED (2)	OUTSTANDING SHARES	FAVOUR (4)	AGAINST	VOTES POLLED (6)=[(4)/(2)]*100
appoint MR. MUKESH B. AMBANI as a Manáging Director of the Company for the period of Five years from 0  Resolution required- Special  Mode of Voting- (E- Voting)  0 0 0 0 0 0 0 0 0  0 0 0 0 0 0 0	_	(1)	POLLED (2)	SHARES	(4)	(5)	(6)=[(4)/(2)]*100
appoint MR. MUKESH B. AMBANI as a Managing Director of the Company fo Resolution required- Special  Mode of Voting- (E- Voting)  Mode of Voting- (B- Voting)  O O O O O O O			(2)	(3)=[(2)/(1)]*100	(4)	(0)	(0)-[(2)/(4)]-(0)
Mode of Voting- (E- Voting)  0 0 0 0 0 0  0 0 0 0	Resolution 6- To Re-app	oint MR. MUKE	SH B. AMBAN	il as a Managing Dire	ctor of the Con	ipany for the pe	iod of Five years from
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0				Resolution required-	Special		1000
0 0 0 0 0				Mode of Voting- (E-	Voting)		
0 0 0 0	Prometers and Prometers Group				The state of the s		
Public- Others 0 0 0 0 0 0		0	0	0	0	0	0
	Public- Institutional Holders	0 0	0 0	0 0	0 0	0 0	0 0
	Public- Institutional Holders Public- Others TOTAL (A)	0000	0 0 0	0000	0000	0 0 0	0 0 0
Mode of Voting- (Poll)	Public- Institutional Holders Public- Others TOTAL (A)	0 0 0	0000	0 0 0 Mode of Voting-	(Poll)	0 0 0 0	0 0 0
4171422 2921322	Public- Institutional Holders Public- Others TOTAL (A) Prometers and Prometers Group	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 0 0 0	0 0 0 0 Mode of Voting- 70.03	0 0 0 0 (Poll) 2921322	0 0 0 0	0 0
2921322 70.03 2921322 0 0	Public- Institutional Holders Public- Others TOTAL (A) Prometers and Prometers Group Public- Institutional Holders	0 0 0 0 4171422 74500	0 0 0 0 2921322	0 0 0 0 Mode of Voting- 70.03	0 0 0 (Poll) 2921322	00000	0 0 0
oup         4171422         2921322         Mode of Voting- (Poll)           74500         0         0         0           1737178         2992         0.17         2992	Public- Institutional Holders Public- Others TOTAL (A) Prometers and Prometers Group Public- Institutional Holders Public- Others	0 0 0 0 0 4171422 74500 1737178	0 0 0 0 2921322 0 2992	0 0 0 0 Mode of Voting- 70.03 0 0.17	0 0 0 (Poll) 2921322 0 0 2992	000000	100 0 0 0 0
Prometers Group         4171422         2921322         Mode of Voting- (Poll)           tional Holders         74500         0         0         0           TOTAL (B)         5983100         2924314         48.87         2924314	Public- Institutional Holders Public- Others TOTAL (A) Prometers and Prometers Group Public- Institutional Holders Public- Others TOTAL (B)	0 0 0 0 0 0 4171422 74500 1737178 5983100	0 0 0 0 0 0 2921322 0 0 2992 2992	0 0 0 0 Mode of Voting- 70.03 0 0.17	0 0 0 0 (Poll) 2921322 0 2992 2924314	0000000	100 0 0 0 0 0
Prometers Group         4171422         2921322         Mode of Voting- (Poll)           tional Holders         74500         0         0         0           TOTAL (B)         5983100         2924314         48.87         2924314	Public- Institutional Holders Public- Others TOTAL (A) Prometers and Prometers Group Public- Institutional Holders Public- Others TOTAL (B)	0 0 0 0 0 0 4171422 74500 1737178 5983100	0 0 0 0 0 2921322 0 2992 2992	0 0 0 0 Mode of Voting- 70.03 0 0.17 48.87	0 0 0 0 (Poll) 2921322 0 2992 2924314	0000000	100 0 0 0 0 0

#### R. N. SHAH & ASSOCIATES

Company Secretaries

Rajnikant N. Shah

B. Com. (Hons.); LL.B. (Gen.); F.C.S.

Tele-fax : 022 2836 9965 Mobile(s): 93247 60604

022 20526554 Email : mshah1954@yahoo.com

OFFICE:

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

Date: 27th 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:

- The e-voting period remained open from 25th Sep, 2014 (9:00 a.m.) to 26th Sep, 2014 (5:00 p.m.).
- 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)

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

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

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
H	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	
IVII	And the second	

#### 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

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,

Rusher

RAJNIKANT N. SHAH

Proprietor, R. N. Shah & Associates

Company Secretaries F.C.S. 1629: C.P. 700

Place: Mumbai

Date: 27th 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

25th Annual General Meeting of the Equity Shareholders

of INFRA INDUSTRIES LIMITED,

held on 29th 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 29th Sept., 2014 at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill, Mumbai – 400 006, submit my Report as under:

- 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.
- The locked ballot boxes were subsequently opened in my presences 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.
- 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:
  - 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

#### 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 east 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
proxy) whose roles were deciment	
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 east 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 east 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 east 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 east 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

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	

- A Compact Disk (CD) containing a list of Shareholders who voted "FOR", "AGAINST" And those votes were declared invalid for each resolution is enclosed.
- 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: 29th September, 2014