

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 PROXYY: (Based on Shareholders registering attendence*)

PROMOTERS AND PROMETERS GROUP: PUBLIC:

NUMBER OF PERSONS ATTENDING THE MEETING THROUGH VIDEO CONFERENCING:

PROMOTERS AND PROMETERS GROUP: NII
PUBLIC: NII

DETAILS OF AGENDA:

POLLED SHARES (2) (3)-[(2)/(1)]*100 FAVOUR AGAINST (5) tion of the Audited Financial Statements for the year ended March 31st Notes (6) Resolution required- Ordinary Mode of Voting- (E- Voting) 0 0 0	0 0 0 0	0 0 0 0 0	0 0 0 0	Mode of Voting- (Poll)	2921322 70.03 2921322 0 100	0 0 0 0	2992 0.17 2992 0 100	2924314 48.87 2924314 0 100	5983100 2924314 48.87 2924314 0 100	Prometers and Prometers Group Public- Institutional Holders Public- Others Public- Institutional Holders Public- Others Public- Others Public- Others	SHARES HELD (1) Jution 1- Adoptio 0 0 0 0 1737178 5983100	POLLED (2) on of the Audit on of the Audit 0 0 0 0 0 2921322 0 2924314	OUTSTANDING SHARES (3)-[(2)(1)]*100 ed Financial Statemen Resolution required-(Mode of Voting-(E- 0 0 0 0 0 0 0 10 0 0 10 0 10 0 10 0 1	FAVOUR (4) Its for the year of Ordinary Voting) 0 0 0 0 0 0 0 0 0 0 0 2921322 0 2924314	AGAINST (S) ended March 31s 0 0 0 0 0 0	VOTES POLLED (6)=[(4)/(2)]*100 Ist March, 2014 0 0 0 0 100 100 100	00 ED
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RESULT A+B 59		TOTAL (B) 59	Public- Others 17	Public- Institutional Holders 7	Prometers and Prometers Group 41		TOTAL (A)	Public- Others	Public- Institutional Holders	Prometers and Prometers Group		Resolutio	PROMETER/PUBLIC SHAR
5983100	00100	0011865	1737178	74500	4171422		0	0	0	0		m 2- To Re	NO, OF SHARES HELD (1)
2924314	********	FILFCOC	2992	0	2921322		0	0	0	0		appoint of MI	NO. OF VOITES POLLED (2)
48.87	10001	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	POLIED ON OUTSTANDING SHARES (3)-[(2)(1)]*100
2924314	********	T11TC0C	2992	0	2921322	(Poll)	0	0	0	0	Voting)	AMBANI Dire	NO. OF VOTES IN FAVOUR (4)
0		0	0	0	0		0	0	0	0		ctor who retire	NO. OF VOTES AGAINST (5)
100	200	100	100	0	100		0	0	0	0		s by Rotation	% OF VOTES IN FAVOUR ON VOTES POLLED (6)-[(4)(2)]*100
0	4	0	0	0	0		0	0	0	0			% OF VOTES AGAINST ON VOTES POLLED (7)={(5)/(2)]*100

		N	Mode of Voting- (E- Voting)	- Voting)			,
Prometers 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
TOTAL (A)	0	0	0	0	0 ,	0	0
		0.00	Mode of Voting- (Poll	(Poll)			
Prometers 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
TOTAL (B)	5983100	2924314	48.87	2924314	0	100	0



Prometers and Prometers Group
Public- Institutional Holders
Public- Others

RESULT A+B

48.87

100 0 00

TOTAL (B)

0.17 48.87

> Mode of Voting- (Poll) 70.03 25

Public- Others

TOTAL (A)

Public- Institutional Holders

Dublic Institutional Holder	Prometers and Prometers Group			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				PROMETER/ PUBLIC 9
	0		Resolution 5-To	5983100	5983100	1737178	74500	4171422		0	0	0	0		the Hommones	Desolution A. T	NO, OF SHARES HELD (I)
,	0		Appoint MR. /	2924314	2924314	2992	0	2921322		0	0	0	0		o Appoint MA	Annaire MB	NO. OF VOTES POLLED (2)
	0	Mode of Voting- (E- Voting)	Resolution 5-To Appoint MR. ASHWIN SOOMANLAL SHAH as an Independent Director Resolution required- Ordinary	48.87	48.87	0.17	0	70.03	Mode of Voting- (Poll)	0	0	0	0	Mode of Voting- (E- Voting)	Resolution required- Oridnary	CANIDEEDRAVING	% OF VOTES POLLED ON OUTSTANDING SHARES (3)=[(2)/(1)]*100
	0	Voting)	LAL SHAH as Ordinary	2924314	2924314	2992	0	2921322	(Poll)	0	0	0	0	Voting)	Oridnary	DA CHAHAA	NO. OF VOTES IN FAVOUR (4)
>	0		an Independent	0	0	0	0	0		0	0	0	0		m machemoene	Indonedant I	NO. OF VOTES AGAINST (5)
	0		Director	100	100	100	0	100		0	0	0	0		Altector	Viscouries	% OF VOTES IN FAVOUR ON VOTES POLLED (6)=[(4)/(2)]*100
	0			0	0	0	0	0		0	0	0	0				% OF VOTES AGAINST ON VOTES POLLED (7)=[(5)(2)]*100



48.87 2924314 0 100

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
25th Annual General Meeting of the Equity Shareholders
of INFRA INDUSTRIES LIMITED, to be held on 29th 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 25th Annual General Meeting of the Equity Share holders of INFRA INDUSTRIES LIMITED, to be held on 29th 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. 12th September, 2014 were entitled to vote on the proposed resolution (item no.1 to 6 as set out in the notice of the 25th Annual General Meeting of Infra Industries Limited).



3. The votes were unblocked on 27th 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 31st 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
+	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	
	the state of the s	

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 31st 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 case them	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 east
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	4.
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 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

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