

INFRASTRUCTURES INDIA LIMITED

NOTICE TO THE SHAREHOLDERS

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| MD | | BKC | |
| CS | | DPY | |
| RO | | | |
| TRA | | | |
| AGM | | | |
| YE | | | |

Notice is hereby given that the 13th Annual General Meeting of the Company held on 30th September, 1998 at the Registered Office of the Company, B-101/102, Ansa Indl. Estate, Saki Vihar Road, Andheri (East), Bombay - 400 072 to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 1998 and the Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Smt. Neelam S. Kothari, who retires by rotation and being eligible, offer for re-appointment.
3. To appoint Auditor and fix their remuneration.

By Order of the Board
For INFRASTRUCTURES INDIA LIMITED

Date : 01.09.98

Place : CHENNAI

SD/-
(SANTOSH KOTHARI)
CHAIRMAN

NOTES :

A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

B. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.

C. The Register of Members and Share Transfer Books of the Company will remain closed from 14th September 1998 to 21st September 1998, both days inclusive.

CERTIFIED TRUE COPY


MOOLCHAND

Corp. Office : 501 MOUNT ROAD, JVL PLAZA (II FLOOR) MADRAS 600 018, INDIA

☎ : 434 0511 / 434 9030 / 434 9518 FAX : 91-44-434 1572

Regd. Office : B-101/102, ANSA INDL. ESTATE, SAKI VIHAR ROAD, ANDHERI (EAST), BOMBAY - 400 072.

THE MEMBERS OF INFRASTRUCTURES INDIA LIMITED

We have audited the attached Balance Sheet of INFRASTRUCTURES INDIA LIMITED as at 31st March 1998 and report that as follows :

In our opinion and to the best of our information and according to the explanation given to us, the said accounts read with the notes and accounting policies thereon give the information required and give a true and fair view :

A] In the case of the Balance Sheet, of the state of affairs of the Company as at the end of the year.

B] In the case of the Profit and Loss account, of the Loss for the year ended on the date.

We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of Audit.

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

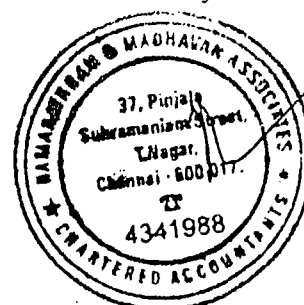
The company's Balance Sheet dealt with by this report are in agreement with the aforesaid books of account.

As required under the Manufacturing and other Companies [Auditor's report] order, 1982, issued by the Government of India under section 227 (4A) of the Companies act, 1956, We further

1) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

2) None of the Fixed assets have been revalued during the year.

3) There is no stock of finished goods possessed by the Company.



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