

INFRA INDUSTRIES LIMITED

CIN:L25200MH1989PLC054503

BOARD OF DIRECTORS

Bhupendra J. Ambani	Chairman
Mukesh B. Ambani	Managing Director
Sandeep R. Shah	Independent Director
Ashwin S. Shah	Independent Director

REGISTERED OFFICE

Dhiraj Chambers, 7th Floor,
9 Hazarimal Somani Marg,
Mumbai – 400 001.
Tel : 022 32946372
Fax No.022 66348601
Email : investors@infra.co.in.
Website : www.infra.co.in

FACTORIES

Arav, Maharashtra
Pukkathurai, Tamil Nadu,
Hubli, Karnataka

SALES OFFICES

Chennai, Renigunta

AUDITORS

M/s. Chaturvedi & Shah
Chartered Accountants

BANKER

Indian Overseas Bank

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REGISTRAR & TRANSFER AGENTS

Purva Shareregistry (India) Pvt.Ltd
9, Shiv Shakti Industrial Estate,
Ground Floor, Sitaram Mill Compound
J.R. Boricha Marg, Lower Parel,
Mumbai – 400 011.
Phone No. (022) 23016761 / 23018261
Email : busicomp@vsnl.com

INFRA INDUSTRIES LIMITED

REGISTERED OFFICE: 7th Floor, Dhiraj Chambers, 9, Hazarimal Somani Marg, Mumbai - 400 001
Phone: 32946372; Fax: 66308469; email: investors@infra.co.in; website: infra.co.in
CIN:L25200MH1989PLC054503

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of INFRA INDUSTRIES LIMITED will be on Monday, 29th September, 2014 at 10.30 a.m. at Malabar Hill Club Ltd, B. G. Kher Marg, Malabar Hill, Mumbai – 400 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Directors' Report thereon and Auditors' Report thereto.
2. To appoint Director in place of Mr. Bhupendra J. Ambani who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Chaturvedi & Shah, Chartered Accountants, as auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of 25th Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

- 4) To appoint Mr. Sandeep Ravindra Shah (DIN: 06402659) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sandeep Ravindra Shah (DIN: 06402659), who was appointed as an Independent Director pursuant to the provisions of Listing Agreement, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

- 5) To appoint Mr. Ashwin Soomanlal Shah (DIN: 00008737) as an Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashwin Soomanlal Shah (DIN: 00008737), who was appointed as

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an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2019.”

- 6) To re-appoint Mr. Mukesh B. Ambani (DIN: 00005012) as Managing Director and in this regard to consider and if thought fit to pass, with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Company be and is hereby accorded to re-appointment of Mukesh B. Ambani (DIN: 00005012) as Managing Director of the Company, for a period of 5 (Five) years with effect from 1st September, 2014 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with the liberty to the Board of directors (herein after referred to as ‘Board’ which term shall be deemed to include the Human Resource, Nomination and Remuneration Committee of the Board) to alter and vary terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Mukesh B. Ambani, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) or enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

PLACE: Mumbai
DATED: 30th May, 2014
REGISTERED OFFICE:
7th Floor, Dhiraj Chambers,
9, Hazarimal Somani Marg,
Mumbai - 400 001

(Bhupendra J. Ambani)
Chairman
DIN: 00004845

NOTES

- 1) A Member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself and Proxy need not be a member.
- 2) A proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the meeting. A person can act as a proxy on

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- 3) behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 19th day of September, 2014 to Monday, 29th day of September, 2014 (Both Days Inclusive).
- 5) In all correspondence with the Company, members are requested to quote their Folio.
- 6) Members should quote Folio Numbers and in case the shares are held in the dematerialised Form, they should quote their client ID Number and DP ID Number.
- 7) Members, who hold shares in Dematerialised Form, are requested to bring their client ID and DP numbers for Easier Identification of Attendance at the meeting.
- 7) Ministry of Corporate Affairs (MCA) has come out with circular Nos. 17/2011 dt.21-04-2011 and 18/2011 dt.29-04-2011 propagating 'Green Initiative' encouraging Corporate to serve documents through electronic mode. In order to further our environment friendly agenda and to participate in MCA's Green Initiative, your company proposes to send Annual Report to all its members through electronic mode. We request all those who have not yet registered their e-mail addresses with their DP to do so at the earliest. Please note that in case you have already registered your e-mail address, you are not required to re-register unless there is change in your e-mail address. The members who are holding share in physical form should send e-mail at investors@infra.co.in to update their e-mail address. (These members are also requested to convert their physical holdings to demat).
- 8) In Compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).

Notice of the 25th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 25th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

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The instructions for e-voting are as under:

1. Use the following URL for e-voting: www.evotingindia.com
2. Enter the login credentials i.e., user id and password mentioned below:
User – ID For Members holding shares in Demat Form:-
 - a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID
 - b) For CDSL :- 16 digits beneficiary IDFor Members holding shares in Physical Form:-
 - Event no. followed by Folio Number registered with the companyPassword As e-mailed. In case of shareholders who have not registered their e-mail addresses, their Password has been communicated in the physical ballot form sent to them.
First time shareholders can login to the e-Voting system using their user-id (i.e. demat account number / folio number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio. Physical shareholders will have to login with the Folio number, PAN and either DOB or Dividend Bank details for e-voting.
Captcha Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
3. After entering the details appropriately, click on LOGIN.
4. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., INFRA INDUSTRIES LIMITED.
7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click “FOR” / “AGAINST” as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
8. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
9. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.

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10. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at rnshah1954@yahoo.com
 11. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
 12. The e-voting portal will be open for voting from Wednesday September 24, 2014 (9.00 a.m. IST) to Thursday, September 25, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on September 19, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 13. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on September 19, 2014.
 14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.cdsi.com> or contact Mr. Rajesh Shah or Mr. V. B. Shah of Purva Sharegistry (India) Pvt. Ltd. at 022 23016761 or at 022 23018261.
 15. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 16. The results of e-voting will be placed by the Company on its website: www.infra.co.in within two days of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
 17. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
 18. Mr. Rajnikant N. Shah, Practicing Company Secretary, (Membership No. FCS 1629) has been appointed as the Scrutiniser to scrutinise the e-voting process.
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- 9) In terms of Clause 35 B of the Listing Agreement, those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this AGM Notice so as to reach the Scrutinizer at the address- Mr. Rajnikant N. Shah, Practicing Company Secretary, (Membership No. FCS 1629), C/o Purva Sharegistry (India) Pvt. Ltd., Unit : Infra Industries Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai – 400 011 on or before September 25, 2014. Any Ballot Form received after this date will be treated as if the reply from the member has not been received.
 - 10). All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at 7th Floor, Dhiraj Chambers, 9, Hazarimal Somani Marg, Mumbai - 400 001 on all working days of the Company, between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
 - 11) Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.

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ANNEXURE TO THE NOTICE:

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 and forming part of the Notice dated 30th May, 2014.

Item No.4:

Mr. Sandeep Ravindra Shah was appointed as an Additional Director and Independent Director by the Board of Directors of the Company at its Meeting held on 30th April, 2014. under the Provisions of Listing Agreements with stock exchanges. . He holds office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice from a Member signifying his intention to propose Mr. Sandeep Ravindra Shah as a candidate for the office of Director of the Company at the ensuing Annual General Meeting. Mr. Sandeep Ravindra Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Sandeep Ravindra Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Sandeep Ravindra Shah fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Sandeep Ravindra Shah is independent of the management.

Mr. Sandeep Ravindra Shah is a B. Com. and he does not hold any shares in the Company.

Mr. Sandeep Ravindra Shah is on the Board of B.J.N. Hotels Ltd. and Maxvridhi Financial Services Private Limited.

Your Directors recommend the Resolution for your approval. None of the other Directors except Mr. Sandeep Ravindra Shah is deemed to be concerned or interested in this item of business.

Copy of the draft letter for appointment of Mr. Sandeep Ravindra Shah as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

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Item No.5:

Mr. Ashwin Soomanlal Shah was appointed as an Additional Director and Independent Director by the Board of Directors of the Company at its Meeting held on 30th April, 2014. He holds office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice from a Member signifying his intention to propose Mr. Ashwin Soomanlal Shah as a candidate for the office of Director of the Company at the ensuing Annual General Meeting. Mr. Ashwin Soomanlal Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a director.

Section 149 of the Act *inter alia* stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Ashwin Soomanlal Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Ashwin Soomanlal Shah fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Mr. Ashwin Soomanlal Shah is independent of the management.

Mr. Ashwin Soomanlal Shah is a B. Com. LLB. FCA, F.C.S. and he does not hold any shares in the Company.

Mr. Ashwin Soomanlal Shah is Directors in none of the other Company.

Your Directors recommend the Resolution for your approval. None of the other Directors except Mr. Ashwin Soomanlal Shah is deemed to be concerned or interested in this item of business.

Copy of the draft letter for appointment of Mr. Ashwin Soomanlal Shah as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. 6:

Mr. Mukesh B. Ambani, Managing Director has been looking after the business of the Company. He is of 51 years of age and is B. Com. Graduate and having knowledge and expertise in Plastic and Rotomolded products).

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The Board has recommended his re-appointed him as Managing Director with effect from 1st September, 2014 subject to consent of the members of the Company for a further period up to 31.08.2019 to comply with provision of Section 196, 197, 203, Schedule V of the Companies Act, 2013. The remuneration payable to Mr. Mukesh B. Ambani and other terms of employment are set out as under keeping in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Companies Act, 1956 and Sections 196, 197, 203 & Schedule V of the Act. His appointment and the remuneration payable to him are subject to the approval of shareholders of the Company at the general meeting.

The general terms of the remuneration payable to Mr. Mukesh B. Ambani referred to in resolution in item no.6 of the notice are as under:

1. Basic Salary : Rs.50,000/- per month.
2. House Rent Allowance : 30% of the Salary
3. Electricity Charges : Actual Reimbursement
4. Medical Reimbursement : Reimbursement of the expenses actually incurred subject to ceiling of one month salary in a year or three months salary over a period of three years.
5. Leave Travel Concession: Leave Travel Concessions for Mr. Mukesh B. Ambani and his family once in year incurred in accordance with the rules of the Company for the time being in force.
6. Club Fees : Fees of two clubs.
7. Personal Accident Insurance: Premium not exceeding Rs.1,000/- per month.
8. Car with Driver for Office use. -
9. Telephone at residence : Subject to personal long distance calls to be reimbursed to the Company.

Mr. Mukesh B. Ambani will be entitled to usual benefits such as provident fund, bonus, gratuity (subject to a ceiling of Rs.10,00,000/-), privilege leave etc., as available to other executives of the Company is also approved.

Mr. Mukesh B. Ambani shall be paid the aforesaid remuneration by way of salary and perquisites (as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or the profits are inadequate.

None of the Directors is interested in the Resolution except Mr. Mukesh B. Ambani is concerned or interested in the resolution. Mr. Bhupendra J. Ambani being relative of Mr. Mukesh B. Ambani may be deemed to be interested in the resolution.

Your Board recommends the resolution for your approval.

By Order of the Board of Directors

PLACE: Mumbai
DATED: 30th May, 2014
REGISTERED OFFICE:
7th Floor, Dhiraj Chambers,
9, Hazarimal Somani Marg,
Mumbai - 400 001

(Bhupendra J. Ambani)
Chairman
DIN: 00004845

INFRA INDUSTRIES LIMITED

Details of the Directors seeking re-appointment/appointment at the Annual General Meeting

Particulars	Mr. Sandeep Ravindra Shah	Mr. Ashwin Soomanlal Shah
Date of Birth	10/07/1964	26/11/1947
Date of Appointment	1 st April, 2014	30 th April, 2014
Expertise in specific area	A qualified B. Com with 26 years of experience in finalisation of accounts and secretarial matters etc.	<p>A qualified Commerce and Law Graduate, FCA and FCS with 35 years of experience various industries as V.P, Finance & Corporate Affairs, CFO and as Director in various groups such as Garware Group, Mariwala Group, Crompton Greaves Group, Bajaj Group, Reliance (Mukesh Ambani) Group, Ajmera Group, Shaw Wallace Group, Samson Group and Litolier Group.</p> <p>The industries covered are Edible Oil and Fatty Acid, Engineering, plastic, oil exploration, Sugar, Liquor, Construction and Steel and Hospitality industry.</p>
Directorship held in other public Companies (excluding Foreign Companies And Section 25 Companies)	B. J. N. Hotels Ltd.	Nil
Memberships/ Chairmanships of other Public Companies (includes only Audit and Shareholders'/ Investors' Grievance Committees)	Nil	Nil
Number of shares held	Nil	Nil