



Notice

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting of the Shareholders of Ajmera Realty & Infra India Limited will be held on Friday, 27th September, 2013 at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N. S. Road, JVPD Scheme, Vile Parle (W), Mumbai-400 049. at 11.30 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account ended on that date and the Report of Auditors and Directors thereon;
2. To declare dividend on equity shares;
3. To appoint a Director in place of Shri Ambalal C.Patel, Director who retires by rotation and being eligible, offers himself for reappointment;
4. To appoint a Director in place of Shri Manoj I. Ajmera, Managing Director who retires by rotation and being eligible, offers himself for reappointment;
5. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution, which will be proposed as an Ordinary Resolution:

“RESOLVED THAT M/s. V Parekh & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration to be decided by the Board in addition to out of pocket expenses as may be incurred by them during the course of the Audit.”

SPECIAL BUSINESS:

6. Alteration of other Object Clause (III-C) of the Memorandum of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any of the Companies Act, 1956, the Other Object Clause (III-C) of the Memorandum of Association of the Company, be and is hereby altered by insertion of new Clause No 67, 68 and 69 after the existing Clause No. 66:

67. To carry on the business in India or abroad to take on lease, rent, hire, sell and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, cold storage, container yards, dry storage area, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, maintain cold storage, storage chambers, refrigerators, room coolers and freezing house for storage and preserving all types of fruits and vegetables, dehydrated food, provision of fruits, commodities, articles, things and preparation of all kinds and descriptions whatsoever.

68. To carry on business, manage, administer, own, purchase, lease, sub-let, construct, take or give on lease, run or maintain & acquire land for establishment in India or any other part of the world in all types of hotels, apartment hotels, motels, holiday resorts, restaurant, villas, lodgings, stalls, garages, summerhouses, chateaus, castles, inns, hostels, road houses, taverns, rest houses, guest houses, snack bars, catering, holiday camps, banquets, party halls and plots, canteens, caterers, cafes, refreshment room, conference and meeting rooms, baths, dressing rooms, event management and gaming zone.

69. To carry on business of farming, sell, serve, distribute, manage, market, selling, serving, processing, producing, pack, preserve, extract, refine, manufacture, import, export, buy, trade, deal & distribute both natural & artificial fresh & canned all types of fruits & vegetables, dry fruits, spices & condiments, processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, milk foods, health and diet foods and drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, tea and coffee, jams, jelly, pickles, squashes, sausages, nutrient, cereals products and any other food products in and outside India, and otherwise deal in all kinds of organic and inorganic foods products and drinking products like soft drinks, aerated drinks, beverages of all kinds and other consumable provision of every description.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and to settle any questions or disputes that may arise in relation thereto."

7. Commencement of New Business:

To consider and if thought fit to pass with or without modification(s) following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to Section 149 (2-A) and other applicable provisions, if any, of the Companies Act, 1956, consent is hereby given to the Board of Directors to commence and continue to commence any or all of the business activities specified in the Clause 44, Clause 67, Clause 68 and Clause 69 of the Other Object Clause (III-C) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution and to settle any questions or disputes that may arise in relation thereto."

By Order of the Board of Directors
for AJMERA REALTY & INFRA INDIA LTD.

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR

Place : Mumbai,
Date : 12th August, 2013
Registered Office:
"Citi Mall", Link Road,
Andheri (W), Mumbai – 400 053



NOTE:

- I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- III. The Register of Members and Share Transfer Books of the Company will remain closed for Seven days from the 21st September,2013 to the 27th September,2013 (both days inclusive).
- IV. The dividend as recommended by the Board of Directors, upon declaration by the members at the 26th Annual General Meeting, shall be paid to those members, whose names appear on the Register of Members of the Company on 20th September, 2013.
- V. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of business under Item No 6 & 7 as set out above and details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.
- VI. All documents referred to in the accompanying Notice and the Explanatory Statement is open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays up to the date of the ensuing Annual General Meeting.
- VII. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
- VIII. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary for further particulars. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205 A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.
- IX. Members are requested:
 - a to notify any change in their addresses to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID no. and to the Sharex Dynamics (India) Private Limited – Registrar and Transfer Agent (RTA) or to the Company in respect of their physical shares quoting their folio numbers;
 - b to write to RTA to enable them to consolidate their holdings in one folio, who are not opting for depository and are holding Shares in identical order of names in more than one folio;
 - c to write to the Company at an early date so as to enable the Management to keep information ready, who are desiring any information as regard to accounts,.
 - d to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting, who hold Shares in dematerialized form;
 - e to bring their copies of the Annual Reports to the Meeting.
- X. In terms of Section 109A of the Companies Act, 1956, the Share holder(s) of the Company may nominate a person on whom the Shares held by him/them shall vest in the event of his/their death. Shareholder(s) desirous of availing this facility may submit nomination in Form 2B.

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EXPLANATORY STATEMENT

As required by Section 173 (2) of the Companies Act, 1956, the following Explanatory Statements set out all material facts relating to the business under Item Nos.6 & 7 of the accompanying Notice dated 12th August, 2013:

ITEM No.6:

The government has declared various fiscal incentives for logistic and warehousing activities and also for the hospitality business. Further having regard to the food security bill, storage of food is required at various places. In order to diversify into business ventures which are related to our main activity and in line with the government incentive policy your Directors have decided to alter the Object clause (III-C) by inserting three new clauses relating to logistic, hospitality and food processing business.

Your Directors recommend Special Resolution at Item No.6 for your approval.

None of the Directors of the Company is in any way deemed to be concerned or interested in the resolution

ITEM NO. 7

Your company intends to commence the business of generation of solar power, erection of power plant and all kinds of work relating thereto in terms of Clause no 44 of the Other Object Clause (III-C) of Memorandum of Association. Similarly company intends to enter into real estate based businesses such as logistic and warehousing and

hospitality as a corollary to its main business. Further as an extension of logistic and warehousing business, the company also plans to enter into food processing business as provided in terms of Clause nos 67,68 and 69. For commencement of new business/activities, under the provisions of Section 149(2A) of the Companies Act, 1956 approval of shareholders by way of Special Resolution is required hence this resolution

Your Directors recommend Special Resolution at Item No.7 for your approval.

None of the Directors of the Company is in any way deemed to be concerned or interested in the resolution

By Order of the Board of Directors
for AJMERA REALTY & INFRA INDIA LTD.

RAJNIKANT S. AJMERA

CHAIRMAN & MANAGING DIRECTOR

Place : Mumbai,

Date : 12th August, 2013

Registered Office:

"Citi Mall", Link Road,

Andheri (W), Mumbai – 400 053



INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As per the requirement of Clause 49 of the Listing agreement, the particulars of the Director who is proposed to be re-appointed is given below:-

A. Name	Shri Manoj I Ajmera
Date of Birth	31st May 1962
Date of Appointment / Period	24th April 2012 – 23rd April 2017
Expertise in specific functional area	Industrialist having 25 years over all experience in various fields.
Qualifications	Graduate
Directorship held in other listed / unlisted public Company as on 12th August,2013	Nil

Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 12th August,2013

Nil

B. Name	Shri Ambalal C. Patel
Date of Birth	1st April, 1944
Date of Appointment / Period	5th September, 2003
Expertise in specific functional area	Over all 37 years experience in Metallurgy and Management
Qualifications	Bachelor of Engineering (Metallurgy)
Directorship held in other listed / unlisted public as on 12th August,2013.	1. Jindal Hotel Limited 2. Nandan Exim Limited 3. Vishal Malleable Limited 4. Laffans Petroleum Limited 5. SAL Steel Limited 6. Circuit Systems Limited 7. Sumeru Industries Limited 8. Chiripal Industries Limited 9. Shree Precoated Steels Ltd. 10. Karnavati Hospital Limited 11. CIL Nova Petrochemicals Ltd.

Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 12th August, 2013

1 (One)

By Order of the Board of Directors
For AJMERA REALTY & INFRA INDIA LTD.

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR

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