

NOTICE

NOTICE is hereby given that the Twenty-Eighth Annual General Meeting of the Shareholders of Ajmera Realty & Infra India Limited will be held on Friday, 25th September, 2015 at Activity Hall, Ground Floor, Juhu Vile Parle Gymkhana Club, N S Road, JVPD Scheme, Vile Parle (West), Mumbai - 400 049, at 11:30 A.M to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors of the Company;
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.
2. To declare dividend on Equity shares for the year ended 31st March, 2015;
3. To appoint a Director in place of Shri Manoj I. Ajmera (DIN.00013728), Managing Director, who retires by rotation and being eligible, offers himself for reappointment;
4. To ratify the appointment of Statutory 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the Members at the Annual General Meeting held on 27th September 2014, the appointment of V. Parekh & Associates, Chartered Accountants (Reg. No. 107488W) Mumbai, as Statutory Auditors of the Company for the term of three years i. e. till the conclusion of the 30th Annual General Meeting, which was subject to ratification at the every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company for the financial year ending March 31, 2017 (subject to ratification of their appointment at every Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration payable to them as may be recommended by the Audit Committee.”

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014

[including any statutory modifications(s) or re-enactment thereof, for the time being in force], the remuneration not exceeding of ₹ 75,000 (Rupees Seventy five thousand only) plus service tax as applicable and reimbursement of actual expenses, to be paid to M/s. D.R. Mathuria & Co., Cost Accountants, Mumbai (Regd. No. M/5670) Cost Auditors of the Company, for the financial year 2015-2016, as approved by the Board of Directors of the Company, be and is hereby ratified.

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

6. To approve, the offer or invitation to subscribe to Non-Convertible Debentures on a private placement basis and in this regard, to consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other applicable laws, rules and regulations and guidelines, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non-Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis for an amount not exceeding ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only) in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and



to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard.”

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

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00010833

Place : Mumbai,
Date : 23rd July, 2015
Registered Office:
“Citi Mall”, Link Road,
Andheri (W), Mumbai – 400 053
CIN No. L27104MH1985PLC035659
Email:-investors@ajmera.com
website: www.aril.co.in
Tel.: 022-6698 4000 Fax: 022-2632 5902

NOTE:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), with respect to the special business set out in Item Nos. 5 and 6 above, is annexed hereto.
2. The relevant details as required under Clause 49 of the Listing Agreement with the stock exchanges, of person seeking re-appointment relating to item No. 3 of the Notice is also annexed herewith.
3. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.
4. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility, for its Members to enable them to cast their votes electronically on the proposed resolutions in this notice. The business may be transacted through evoting service rendered by Central Depository Services (India) Limited.

INSTRUCTIONS FOR E-VOTING

- (i) The voting period begins on September 22, 2015

at 9.00 AM and ends on September 24, 2015 by 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID;
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders)

- a) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance slip indicated in the PAN field.

DOB: Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details: Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

- b) Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (vii) After entering these details appropriately, click on “SUBMIT” tab.
 - (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are

required to mandatory enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN** for the relevant **Ajmera Realty & Infra India Limited** on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT" tab. A confirmation box will be displayed. If you wish to confirm your vote, click "OK", else to change your vote, click "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking "Click here to print" option on the voting page
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Non – Individual Shareholders and Custodians.**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.

evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- 6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2015.
- 7. The Company shall be making arrangements for the members to cast their votes in respect to the businesses either through electronic voting system or through poll, for members attending the meeting who have not cast their vote by remote voting.
- 8. Mr. Haresh P. Sanghvi, Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 9. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make 'not later than three days of conclusion of the meeting' a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and Chairman shall declare the results of the voting forthwith, which shall not be later than 5:00 PM, September 28, 2015.
- 10. The result declared, along with the Scrutinizer's Report shall be placed on the Company's website www.aril.co.in and on the website of CDSL after the results is declared by the Chairman and also be communicated to the Stock Exchanges where the company is listed.
- 11. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in address, change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 12. Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agent, M/s

Sharex Dynamic (India) Private Limited.

13. To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
14. The Register of Members and Share Transfer Books will remained closed from 19th day of September, 2015 to 25th day of September, 2015 (both days inclusive) for the purpose of Payment of Dividend for the financial year ended March 31, 2015 and Annual General Meeting.
15. Subject to the provision of the Companies act 2013, the dividend as recommended by the Board of Directors if declared at the Annual General Meeting will be paid within period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as on 18th September 2015.
16. Members may also note that the Annual Report for FY 2014-15 will also be available on the Company's website www.aril.co.in for their reference.
17. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/ Depositories unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar/Company.
19. In the terms of the provision of Section 124 of the Companies Act 2013, the amount of the dividend not en-cashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund" established by the Central Government. Accordingly, the unclaimed dividend in respect of Financial Year 2007-2008 is due for transfer on or before 5th November, 2015. In terms of provision of Section 124 of the Companies Act 2013, no claim shall lie against the Company after the said transfer.
20. Members who have neither received nor en-cashed their dividend warrant(s) for the Financial Years 2007 -2008 upto 2013-2014 are requested to write the Company or to RTA, mentioning the relevant Folio Number or DP ID and Client ID, for issuance of duplicate/re-validated dividend warrant(s).
21. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at investors@ajmerna.com at least seven days before the date of the Twenty Eighth Annual General Meeting.
22. All documents as mentioned in the resolutions and/or explanatory statement are available for inspection by the members at the Registered Office of the Company from 11 .00 a.m. to 1.00 p.m. on any working days and will also be made available at the venue of 28th Annual General Meeting.
23. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Sharex Dynamic (India) Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.5:

The Board of Directors at its meeting held on 23rd July, 2015 appointed M/s. D.R. Mathuria & Co., Cost Accountants (Firm Registration Number M/5670) as the Cost Auditor for audit of the cost accounting records of the Company for the financial year ending 31st March, 2016, be paid remuneration at the discretion of Board of Directors not exceeding amounting to ₹ 75,000/- (Rupees Seventy five thousand only) excluding out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought by passing the Ordinary Resolution as set out in Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016. None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 5 of this Notice.

ITEM NO.6:

As per the provisions of Section 42, 71 of the Companies Act, 2013 ("the Act") and its rules thereunder, a Company offering or making an invitation to subscribe to redeemable secured / unsecured non-convertible debentures (NCD's) on a private placement basis for an amount not exceeding ₹ 250 Crores (Rupees Two Hundred Fifty Crores only) is required to obtain the prior approval of the Members by way of a Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCD's to be made during the year.

NCD's including subordinated debentures, bonds, etc., issued on a private placement basis constitute a significant source of borrowings for the Company.

It is proposed to offer or invite subscriptions for NCD's including subordinated debentures, bonds, and/ or other debt securities, etc., on private placement basis for an amount not exceeding ₹ 250 Crores (Rupees Two Hundred Fifty Crores only) in one or more tranches, during the period of one year from the date of

passing of the Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCD's, interest, repayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the members is being sought by way of a Special Resolution under Section 42, 71 of the Companies Act, 2013 and other applicable provisions, if any of the Act and its rules thereunder as set out in Item No.6 appended to this notice.

The Board of Directors accordingly recommend the Special Resolution set out at Item No.6 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their equity holdings in the Company.

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

RAJNIKANT S. AJMERA
CHAIRMAN & MANAGING DIRECTOR
DIN: 00010833

Place : Mumbai,
Date : 23rd July, 2015

Registered Office:

"Citi Mall", Link Road,
Andheri (W), Mumbai – 400 053
CIN: L27104MH1985PLC035659
Email: investors@ajmera.com
Website: www.aril.co.in
Tel. No.: 022-66984000
Fax No. 022-2632 5902

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE
ANNUAL GENERAL MEETING**

(Pursuant to Clause 49 of the Listing Agreement)

A.	Name	Shri Manoj I Ajmera
	DIN	00013728
	Date of Birth	31 st May, 1962
	Date of Appointment	24 th April, 2012
	Expertise in specific functional area	Industrialist having 30 years over all experience in various fields.
	Qualifications	Graduate
	Listed / Unlisted Public Companies in which outside Directorship held as on 23rd July, 2015	Nil
	Chairmanships / Memberships of Committees of other Public companies	
	i. Audit Committee	NIL
	ii. Stakeholders Relationship Committee	NIL
	iii. Nomination and Remuneration Committee	NIL
	Number of shares held in the Company	593329