



NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Shareholders of the Ajmera Realty & Infra India Limited will be held on Monday, the 30th day of September, 2019 at 11.30 AM at "The Activity Hall", Ground Floor, Juhu Vile Parle Gymkhana Club, N. S. Road, JVPD Scheme, Vile Parle(W), Mumbai - 400049, to transact the following business:

ORDINARY BUSINESS:

Item no.1: Adoption of Financial Statements

To receive, consider and adopt:-

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019; the Reports of the Board of Directors and Auditors of the Company; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.

RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

Item No.2: Declaration of Dividend

To declare dividend on Equity share for the Financial Year ended March 31, 2019 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of Rs. 3.30/- (Three rupees and Thirty paise only) per equity share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019."

Item No.3 : Appointment of Director

To re-appoint Mr. Manoj I. Ajmera (DIN No. 00013728), who retires by rotation and being eligible, offers himself for appointment as a Director and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj I. Ajmera (DIN: 00013728), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item no. 4 - Ratification of appointment of auditors

To ratify the appointment of auditors of the Company, and to fix the remuneration payable to them for the financial year ending March 31, 2020 and in this regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 30th Annual General Meeting held on September 29, 2017, the appointment of M/s Manesh Mehta & Associates, Chartered Accounts (Firm Registration No. 115832W) as the Auditors of the Company, be and is hereby ratified to hold the office from conclusion of the 32nd Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2020, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the audit committee / Board of Directors.

SPECIAL BUSINESS:

Item No. 5: Ratification of Remuneration payable to Cost Auditors of the Company

To ratify remuneration of Cost Auditors for the financial year ending March 31, 2020 and in this

regard, to consider and, if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration not exceeding of Rs. 82,500/- plus applicable taxes and out-of-pocket expenses incurred in connection with the audit, payable to M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535), who are appointed as Cost Auditors of the Company to conduct Cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ending March 31, 2020, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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.”

Item No. 6: Re-appointment of Mr. Ambalal C. Patel (DIN: 00037870) as an Independent Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee of the Board and approval of Board of Directors in their respective meetings held on 22nd March 2019 and 17th May 2019 and provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder and Regulation 17 (1) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended on May 09, 2018 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s) and guideline(s), Mr. Ambalal C. Patel (DIN:00037870) who was appointed as an Independent Director for a term of five (5)

consecutive years commencing from 12th May, 2014 to 11th May, 2019 and who has attained the age of 75 years, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations 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, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director (Category: Non-Executive) of the Company whose term shall not be subject to retire by rotation, to hold office for the second term of five (5) consecutive years with effect from May 12, 2019 to May 11, 2024, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies (ROC), Stock Exchanges, National Securities Depositories Limited (NSDL), Central Securities Depositories Limited (CDSL), Share Transfer Agent (RTA), etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per Listing Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

Item No:7: Re-appointment of Mrs. Aarti M. Ramani (DIN: 06941013) as an Independent Women Director (Category : Non-Executive) of the Company for the second term of five (5) consecutive years

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 22nd March, 2019 and 17th May, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act,



2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Aarti M. Ramani (DIN:06941013), whose current term of office is expiring on 11th August, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 16(1)(b) Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as Non-Executive- Independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. 12th August, 2019 upto 11th August, 2024.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies (ROC), Stock Exchanges, National Securities Depositories Limited (NSDL), Central Securities Depositories Limited (CDSL), Share Transfer Agent (RTA), etc. in relation thereto, send intimation(s) to Stock Exchange(s) as per Listing Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

Item No.8: Appointment of Mr. K. G. Krishnamurthy (DIN:00012579) an Independent Director (Category: Non Executive) of the company for the term of five (5) consecutive years

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. K G Krishnamurthy (DIN: 00012579), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 5, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 121 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17(1)(a) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the appointment of Mr. K G Krishnamurthy (DIN: 00012579), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing November 5, 2018 to November 4, 2023, be and is hereby approved.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies (ROC), Stock Exchanges, National Securities Depositories Limited (NSDL), Central Securities Depositories Limited (CDSL), Share Transfer Agent (RTA), etc. in relation thereto,

send intimation(s) to Stock Exchange(s) as per Listing Regulations and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

Item No. 9 : Re-appointment of Mr. Rajnikant S. Ajmera (DIN:00010833), as Chairman & Managing Director of the Company for a term of Five (5) years

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

“**RESOLVED THAT** pursuant to the recommendations of Nomination and Remuneration Committee and approval of the Board at its meeting held on 22nd March 2019 and 17th May 2019 respectively and in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of 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) and Articles of Association of the Company, approval of the Company be and is hereby accorded to re-appointment of Mr. Rajnikant S. Ajmera (DIN: 00010833), as Chairman & Managing Director of the Company, for a period of 5 (five) years with effect from 1st August,2019 to 31st July,2024, liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Rajnikant S. Ajmera.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajnikant S. Ajmera , shall not exceed the overall ceiling of the total managerial

remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 10 : Reclassification of Promoters of the Company as a Public Shareholder

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

“**RESOLVED THAT** pursuant to Regulation 31A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following entity from Promoter/Promoter group category to Public category, since the entity is neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also none of the following entity have entered into any shareholder’s or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company.

Sr. No.	Name of the Entity	No. of Equity shares held	% of total Equity share Capital
1	Fahrenheit fun and games Pvt Ltd	24,99,999	7.05



RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid entity seeking reclassification:

- i. do not hold more than ten percent of the total voting rights in the Company;
- ii. do not exercise control over the affairs of the Company directly or indirectly;
- iii. do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. have not been represented on the Board of Directors (including not having a nominee director) of the Company;

v. is not a 'wilful defaulter' as per the Reserve Bank of India Guidelines;

vi. is not a fugitive economic offender.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter/ Promoter Group to Public Shareholding, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”

**Place : Mumbai,
Date : 17th May 2019**

Registered Office:
"Citi Mall", 2nd Floor, New 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

**By Order of the Board of Directors
For Ajmera Realty & Infra India Limited**

**Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833**

Notes:

Voting and Proxy:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY/PROXIES 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 ten percent (10%) of the total share capital of the Company. Further, a Member holding more than ten percent (10%) 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 proxy for any other person or Member.

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 48 hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representatives to attend and to vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 5 to 10 above is annexed hereto and forms part of the Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from September 26, 2019 to , September 30, 2019 (both days inclusive) for the purpose of AGM.
5. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during up to the date of the AGM.

6. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents (RTA), M/s. Sharex Dynamic India Private Limited immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.
7. Members holding shares in dematerialized form are requested to register their latest Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFSC code) and Permanent Account Number (PAN) with their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA as the same is mandated by the Securities and Exchange Board of India.
8. Queries on accounts may please be sent to the Company, 10 (Ten) days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
9. The Company has transferred unclaimed amounts of Final Dividend for FY 2010-11 to the Investor Education and Protection Fund as required under Section 124 and 125 of the Companies Act, 2013.
10. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail addresses to the M/s Sharex Dynamic India Private Limited (RTA) sending an e-mail at support@sharexindia.com or to the Company at investors@ajmera.com



11. Copies of the Annual Report 2018-19 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2018-19 are being sent by the permitted mode. Members may also note that the Notice of the 32nd AGM and the Annual Report 2018-19 will be available on the Company's website viz. www.aril.co.in
12. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members are requested to bring their copy of the Annual Report and the duly completed attendance slip to the AGM.
14. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting
15. The matters set out in the Notice will be transacted inter-alia through electronic voting system and the Company is providing facility inter-alia for e-voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to M/s Sharex Dynamic India Pvt. Ltd., Registrar and Share Transfer Agents, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra.
17. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the AGM, is furnished as an **Annexure-I** to this Notice.
18. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) may write to the Company/ Registrar for this facility. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
19. The Company has fixed Wednesday, September 25, 2019 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2019.
20. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be paid on or after Saturday, October 5, 2019 as under:
 - i. to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, September 25, 2019;
 - ii. to all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Wednesday, September 25, 2019.
21. Members who have not encashed their dividend warrants towards the Final Dividend for the year 2011-12 or thereafter are requested to write to the Company's Registrars or Transfer Agents. In order to help Members to ascertain the status of unclaimed dividends, the Company has uploaded the information in respect of unclaimed dividends for the financial year ended 31st March, 2012 and subsequent years on the website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" Section on the website of the Company at www.aril.co.in
22. The route map showing directions to reach the venue of the Thirty Second AGM is annexed.

23. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting

24. Voting through electronic means

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

The instructions for e-voting are given herein below :-

- a. The Board of Directors has appointed Haresh Sanghvi (Membership No. FCS 2259), Practising Company Secretary) as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- b. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- c. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
- e. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email ID is not registered, your 'initial password' would have been communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
- a) Click on **"Forgot User Details / Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsd.com>
- b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on <https://www.evoting.nsd.com>
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on **"Login"** button.
9. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" for relevant **<Ajmera Realty & Infra India Limited>** on which you choose to vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
6. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to investors@ajmera.com with a copy marked to evoting@nsdl.co.in

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions

- i. The e-voting period commences on Friday, September 27, 2019 (9:00 a.m. IST) and ends on Sunday, September 29, 2019 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, September 23, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners

maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him/her in writing, who shall countersign the same.
- v. 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 NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.



EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mentioned.

Item No. 5:

In pursuance of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535), as the Cost Auditors of the Company to conduct the audit of the Cost accounting records maintained by the Company for the product(s)/services covered under MCA Cost Audit Order(s) for the financial year 2019-2020 at a fee not exceeding of Rs. 82,500/- (Rupees Eighty Two Thousand Five Hundred only) plus GST and out-of-pocket expenses as may be incurred by M/s. D R Mathuria & Co., Cost Accountants (Firm Registration Number 101535, as remuneration for the Financial year 2019-20. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2020.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or of the Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board recommends the resolution as set out at Item No. 5 of the accompanying Notice of the AGM for the approval of the members of the Company.

Item No. 6:

At the 27th Annual General Meeting of the Company held on 27th September, 2014, the members of the Company had approved appointment of Mr. Ambalal C Patel as an Independent Director of the Company for a term of five (5) consecutive years commencing from 12th May, 2014 to 11th May, 2019 Thus his tenure expired on May 11, 2019.

Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 published in the Official Gazette vide Notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018. Save as otherwise specifically provided for in these regulations, they shall come into force from 1st April, 2019. In terms of Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, no listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 years unless a Special Resolution is passed to that effect.

Further, pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five (5) consecutive years on the board of directors of a company, but shall be eligible for re-appointment for another term of upto five (5) consecutive years with approval of shareholders obtained by way of passing a special resolution by the Company.

In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Ambalal C Patel have already attained the age of seventy five years. Thus as per said amendment in the Listing Regulations and pursuant to the provisions of the Act, re-appointment of Mr. Ambalal C Patel (DIN:00037870) as an Independent Director (Category : Non-Executive) of the Company for the second term of 5 (five) consecutive years commencing from 12th May, 2019 to 11th May, 2024 will require approval of the members of the Company by way of special resolution.

Subject to the shareholder's approval, Nomination and Remuneration Committee and Board of Directors at their respective meeting have approved their re-appointment as an Independent Director (Category: Non-Executive) for a second term of Five (5) consecutive years with effect from May 12, 2019 to May 11, 2024 and that he shall not be liable to retire by rotation.

The Board, based on the performance evaluation report of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Ambalal C Patel would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Board has received declaration from Mr. Ambalal C. Patel and is also of opinion that he fulfills the conditions specified under section 149 (6) of the Companies Act, 2013 read with rules made thereunder and Regulation 16 (1) (b) of Listing Regulations for re-appointment as an Independent Director (Category: Non-Executive) and he is independent of the management. He has also given his consent to continue to act as a Director of the Company, if so appointed by the members.

The required details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the **Annexure-I** to the Notice. Your Directors recommend the resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

The terms and conditions of re-appointment of the Independent Director shall be open for inspection by the members at the registered office during normal working business hours on any working days of the Company till the conclusion of the AGM with prior notice.

Except Mr. Ambalal C Patel, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and his relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Mr. Ambalal C Patel is not related to any Director of the Company.

Item No. 7:

Mrs. Aarti M Ramani (DIN: 06941013) was appointed as an Independent Non-Executive Director of the Company by the members at the 27th AGM of the Company held on 27th September, 2014 for a period of five (5) consecutive years commencing from 12th August, 2014 upto 11th August, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five (5) consecutive years on the Board of a Company, but

shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Aarti M Ramani, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five (5) consecutive years from 12th August, 2019 upto 11th August, 2024.

In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

The Board has received declaration from Mrs. Aarti M. Ramani and is also of opinion that she fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Aarti M Ramani as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, except Saturday, upto and including the date of AGM of the Company with prior notice. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

The required details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the **Annexure-I** to the Notice. Your Directors recommend the resolution at Item No. 7 of the accompanying Notice for approval of the Members of the Company.



The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Aarti M Ramani as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mrs. Aarti M Ramani as an Independent Director for another term of five (5) consecutive years with effect from 12th August, 2019 upto 11th August, 2024 for the approval by the shareholders of the Company.

Except Mrs. Aarti M Ramani, being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and her relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM. Mrs. Aarti M Ramani is not related to any Director of the Company.

Item No. 8 :

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. K G Krishnamurthy (DIN: 00012579) as Additional Directors of the Company and also as Independent Directors, not liable to retire by rotation, for a term of 5 years i.e. from November 5, 2018 to November 4, 2023, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 121 of the Articles of Association of the Company, this Director shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Directors.

The Company has received declarations from Mr K G Krishnamurthy to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In terms of Regulation 25(8) of SEBI Listing Regulations, he is confirmed that he is not aware of any circumstance or situation which exists or may be

reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, the said Director fulfill the conditions specified under section 149(6) of the Companies Act, 2013 read with rules made thereunder and regulation 16(1)(b) of Listing Regulations for appointment as Independent Director and he is independent of the management of the Company.

The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

The required details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting is provided in the **Annexure-I** to the Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17(1)(a) of Listing Regulations and other applicable Regulations, the appointment of Mr. K G Krishnamurthy as Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolutions at Item No. 8 of this Notice for approval of the Members.

Mr. K G Krishnamurthy and his respective relatives, are concerned or interested, in the Resolutions relating to his own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 8 of the Notice. Mr. K G Krishnamurthy is not related to any Director of the Company.

Item No.9

Mr. Rajnikant S Ajmera, (DIN:00010833) was appointed as Chairman & Managing Director of the Company for a term of Five (5) years which expired on July 31, 2019. Mr. Rajnikant S Ajmera is on the Board of the Company since October 6, 1986 and looks after overall affairs of the Company. The terms of appointment & ceiling of remuneration are as per the recommendation of the Nomination and Remuneration Committee and approval of the Board

of Directors in their respective meetings held on March 22, 2019 and May 17, 2019. Consent of the Members was sought for the re-appointment of Mr. Rajnikant S Ajmera as a Chairman and Managing Director of the Company for further period of 5 years w.e.f. 1st August 2019 to 31st July, 2024, on the terms and conditions as set out below:

1. Period of Appointment: Five Years with effect from 01/08/2019.
2. Basic Salary per Month: In the scale of Rs. 11,00,000/- to Rs. 18,00,000/-
3. Perquisites: In addition to the aforesaid salary the said appointee shall be entitled to the following perquisites:
Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), reimbursement of leave travel concession for self and family as aforesaid, club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), medical / personal accident insurance cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and CMD such perquisites and allowances will, however, be subject to a maximum of 40.00% of the annual salary.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Super Annuation Fund Scheme in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on

perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable as per the rules of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's Car for official duties and telephone at residence (including payments for local calls and long distance calls) shall be not be included in the computation of perquisites for the purpose of calculating the said ceiling.

4. Reimbursement of Expenses:
Expenses incurred for travelling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites.
5. Minimum Remuneration:
Notwithstanding anything contained herein, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration to CMD by way of salary, perquisites and allowances as specified above within the limits prescribed under Schedule V and Sec 197 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force.
6. General:
The aforesaid appointment of the CMD may be terminated by either party by giving three months' prior notice of termination in writing to the other party. If at any time Shri Rajnikant Ajmera ceases to be a Director of the Company, he shall cease to be the Chairman and Managing Director.
The terms and conditions of the said appointments may be altered and varied from time to time by the Board, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act or any amendments made hereinafter in that regard.



Mr. Rajnikant S Ajmera satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the **Annexure-I** to the Explanatory Statement.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Rajnikant S. Ajmera as Chairman & Managing Director of the Company w.e.f. 1st August 2019 to 31st July, 2024.

Item No.10:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for Reclassification of Promoters & Promoter group as Public Shareholders subject to fulfilment of conditions as provided therein. In this regard, the Company received application from Fahrenheit Fun and Games Pvt Ltd (hereinafter referred to as the "Outgoing Promoter Entity") requesting to be reclassified from the category of "Promoter and Promoter Group" to "Public Category".

The promoter shareholder is neither involved in the management of the company nor exercises control over affair of the company directly or indirectly and neither holds more than 10% of total voting rights in the company. In consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company at their meeting held on June 29, 2019 has approved the applications for reclassification received by the Company from the Outgoing Promoter Entity, subject to approval by the members and relevant regulatory authorities. Further as per Regulation 38 of the Listing Regulations, the public shareholding as on date of the notice fulfils the minimum public shareholding requirement of at least 25% and the

proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement. Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges.

None of the Directors, Key Managerial Person, or their relatives except the Outgoing Promoter Entity and their associates are concern interested to the extent of their shareholding in the Company.

The Board recommends the passing of the resolution as set out under item no. 10 for approval of the Members.

The relevant documents in this regard are available for inspection between 11:00 a.m. to 1:00 p.m. on all working days i.e., Monday to Friday, till the date of AGM ie September 30, 2019, at the Registered Office of the Company.

ANNEXURE – I TO THE NOTICE

ADDITIONAL INFORMATION PURSUANT TO THE LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

	Mr. Ambalal C Patel	Mrs Aarti M Ramani	Mr. K G Krishnamurthy	Mr Rajnikant S. Ajmera	Mr Manoj I. Ajmera
Name of the Director	Mr. Ambalal C Patel	Mrs Aarti M Ramani	Mr. K G Krishnamurthy	Mr Rajnikant S. Ajmera	Mr Manoj I. Ajmera
Director identification Number (DIN)	00037870	06941013	00012579	00010833	00013728
Date of Birth/ Age	01/04/1944	12/08/1960	19/04/1956	06/03/1953	31/05/1962
Date of first Appointment	07/12/2006	12/08/2014	05/11/2018	06/10/1986	24/04/2012
Qualifications	Bachelor of Engineering (Metallurgy)	Architect	Graduate (Commerce), BGL, ACA, ACS, ACMA	Diploma in Civil Engineering.	Graduate
Expertise in specific Functional area	Vast experience in advising regarding financial matters and project appraisal.	Vast experience in environmental clearance.	An expert in the field of real estate, project development and operations. He has vast experience of over three decades in real estate and management and has been widely consulted by the industry on real estate matters.	Industrialist having 45 years over all experience in various fields including Real Estate Development and related regulatory framework.	Having more than 30 years of over all experience in Real Estate. Development and related regulatory framework.
Number of Board meetings of the Company attended during the year	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.
Directorships in other Listed Companies (excluding foreign Companies and Section 8 companies).	i. S A L Steels Ltd. ii Sumeru Industries limited iii Shree Precoated Steels Limited	i. Shree Precoated Steels Limited	i. Gruh Finance Ltd. ii. Vascons Engineers Ltd.	Nil	Nil

Name of the Director	Mr. Ambalal C Patel	Mrs Aarti M Ramani	Mr. K G Krishnamurthy	Mr Rajnikant S. Ajmera	Mr Manoj I. Ajmera
Membership /Chairmanship of Committees of other Boards as on 17th May 2019.*	Audit Committee i S A L Steels Ltd ii Sumeru Industries limited iii Shree Precoated Steels Limited Stakeholders Committee i S A L Steels Ltd Nomination and Remuneration Committee i S A L Steels Ltd ii Sumeru Industries limited iii Shree Precoated Steels Limited	Audit Committee i Shree Precoated Steels Limited* Stakeholders Committee i Shree Precoated Steels Limited* Nomination and Remuneration Committee i Shree Precoated Steels Limited*	Audit Committee i. Vascons Engineers Ltd Stakeholders Committee i Vascons Engineers Ltd* ii. Gruh Finance Ltd Nomination and Remuneration Committee i Vascons Engineers Ltd*	Audit Committee i. Vascons Engineers Ltd Stakeholders Committee i Vascons Engineers Ltd* ii. Gruh Finance Ltd Nomination and Remuneration Committee i Vascons Engineers Ltd*	Nil
Owned Shareholding directly in the Company as on the date of appointment /reappointment as required under Regulation 36(3)(e)	1	Nil	Nil	Nil	Nil
Relationship with other Directors	None	None	None	None	None

Only Committee details of listed entities are taken in to consideration.

* Chairman of the Committee.

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.