

H P Sanghvi & Co.
COMPANY SECRETARIES

401-406, K Building, 24 Walchand Hirachand Marg, Ballard Estate, CST, Mumbai – 400 001
Phone: 022-4002 1712; 022-2263 1149 e-mail: hpsanghviso@gmail.com

Combined Scrutinizer Report for e-voting and Poll for Ajmera Realty & Infra India Limited

The Chairman
**27th Annual General Meeting of Equity Shareholders of
Ajmera Realty & Infra India Limited**

Dear Sir,

**Re: Passing of Resolution through electronic AND poll conducted at the
27th AGM of Ajmera Realty & Infra India Limited**

1. I, Haresh Sanghvi of H P Sanghvi & Co., Company Secretaries, Mumbai, have been appointed as Scrutinizer by the Board of Directors of **Ajmera Realty & Infra India Limited** ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules) held between 23rd September 2014 at 09.00 a.m. to 25th September 2014 at 6.00 pm and the Chairman of the 27th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll under the provisions of Section 109 of the Act read with Rule 21 of the Rules held at the 27th AGM of the Company on the 27th September 2014.
2. The Company has appointed National Securities Depository Limited (NSDL) as a service provider for extending the facility of electronic voting to the shareholders of the Company The e-voting period commenced on 23rd September 2014 at 09.00 a.m. to 25th September 2014 at 6.00 pm. For further details my report dated 26th September 2014 may be referred.
3. At the 27th AGM of the Company held on 27th September 2014, the Chairman of the Company *suo motto* called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my report dated 29th September 2014.
4. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to e-voting and poll and clauses of the Listing agreement relating thereto on the resolution contained in the notice of 27th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and poll at the AGM is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "Against" the resolution stated above based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL) and ballot voting.
5. The result of the e-voting together with that of the Poll is as under:



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A. RESOLUTION NO.1 – ORDINARY RESOLUTION

Consider and Adopt Audited Financial Statements, Reports of the Board and that of Auditors and Audited consolidated Financial Statements for the financial year ended 31st March, 2014.

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|--------------|----------------|-----------|-----------|------------------------------|-----------------|-----------------|----------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100.000 |
| Assent | 07 | 75 | 82 | 836521 | 27020324 | 27856845 | 99.999 |
| Dissent | 00 | 3 | 03 | 000000 | 158 | 158 | 00.001 |
| Total | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100.000 |

B. RESOLUTION NO.2: ORDINARY RESOLUTION

Declaration of dividend for the financial year 2013-14

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|--------------|----------------|-----------|-----------|------------------------------|-----------------|-----------------|----------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 77 | 84 | 836521 | 27020477 | 27857003 | 100.000 |
| Assent | 07 | 75 | 82 | 836521 | 27020324 | 27856845 | 99.999 |
| Dissent | 00 | 02 | 02 | 000000 | 153 | 153 | 00.001 |
| Total | 07 | 77 | 84 | 836521 | 27020477 | 27857003 | 100.000 |

C. RESOLUTION NO.3: ORDINARY RESOLUTION

Re-appointment of Shri Sanjay C Ajmera who retires by rotation.

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|--------------|----------------|-----------|-----------|------------------------------|-----------------|-----------------|----------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 69 | 76 | 836521 | 21685764 | 22522285 | 100.000 |
| Assent | 07 | 64 | 71 | 836521 | 21440195 | 22276716 | 098.910 |
| Dissent | 00 | 05 | 05 | 000000 | 245569 | 245569 | 001.090 |
| Total | 07 | 69 | 76 | 836521 | 21685764 | 22522285 | 100.000 |



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D. RESOLUTION NO.4: ORDINARY RESOLUTION

Appointment of Auditors and fixing their Remuneration

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100 |
| Assent | 07 | 73 | 80 | 836521 | 26774913 | 27611434 | 99.118 |
| Dissent | 00 | 05 | 05 | 000000 | 245569 | 245569 | 00.882 |
| Total | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100 |

E. RESOLUTION NO.5: SPECIAL RESOLUTION

Re-appointment of Shri R S Ajmera as Chairman and Managing Director and approving payment of Remuneration to him

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 68 | 75 | 836521 | 20117488 | 20954009 | 100 |
| Assent | 07 | 63 | 70 | 836521 | 19871919 | 20708440 | 98.828 |
| Dissent | 00 | 05 | 05 | 000000 | 245569 | 245569 | 01.172 |
| Total | 07 | 68 | 75 | 836521 | 20117488 | 20954009 | 100 |

F. RESOLUTION NO.6: SPECIAL RESOLUTION

Approve payment of remuneration to Manoj I Ajmera as Managing Director

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 72 | 79 | 836521 | 24795191 | 25631712 | 100 |
| Assent | 07 | 66 | 73 | 836521 | 24549615 | 25386136 | 99.042 |
| Dissent | 00 | 06 | 06 | 000000 | 245576 | 245576 | 00.958 |
| Total | 07 | 72 | 79 | 836521 | 24795191 | 25631712 | 100 |



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G. RESOLUTION NO.7: SPECIAL RESOLUTION

Approve payment of remuneration to Sanjay C Ajmera as Whole time Director

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|--------------|----------------|-----------|-----------|------------------------------|-----------------|-----------------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 69 | 76 | 836521 | 21685764 | 22522285 | 100 |
| Assent | 07 | 63 | 70 | 836521 | 21440188 | 22276709 | 98.910 |
| Dissent | 00 | 06 | 06 | 000000 | 245576 | 245576 | 01.090 |
| Total | 07 | 69 | 76 | 836521 | 21685764 | 22522285 | 100 |

H. RESOLUTION NO.8: ORDINARY RESOLUTION

Appointment of Smt. Aarti Ramani as an Independent Director, for a period of five years, not liable to retire by rotation.

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|--------------|----------------|-----------|-----------|------------------------------|-----------------|-----------------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100 |
| Assent | 07 | 72 | 79 | 836521 | 26774907 | 27611428 | 99.118 |
| Dissent | 00 | 06 | 06 | 000000 | 245575 | 245575 | 00.882 |
| Total | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100 |

I. RESOLUTION NO.9: ORDINARY RESOLUTION

Appointment of Shri Ambalal C Patel as an Independent Director, for a period of five years, not liable to retire by rotation

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|--------------|----------------|-----------|-----------|------------------------------|-----------------|-----------------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100 |
| Assent | 07 | 72 | 79 | 836521 | 26774907 | 27611428 | 99.118 |
| Dissent | 00 | 06 | 06 | 000000 | 245575 | 245575 | 00.882 |
| Total | 07 | 78 | 85 | 836521 | 27020482 | 27857003 | 100 |



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J. RESOLUTION NO.10: ORDINARY RESOLUTION

Appointment of Mr Jagdish J Doshi as an Independent Director, for a period of five years, not liable to retire by rotation.

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 77 | 84 | 836521 | 27020332 | 27856853 | 100 |
| Assent | 07 | 72 | 79 | 836521 | 26774907 | 27611428 | 99.119 |
| Dissent | 00 | 05 | 05 | 000000 | 245425 | 245425 | 00.881 |
| Total | 07 | 77 | 84 | 836521 | 27020332 | 27856853 | 100 |

K. RESOLUTION NO.11: SPECIAL RESOLUTION

Consent and authority of Board of Directors for the borrowing power of the company pursuant to Sec 180(1)(C) of the Companies Act, 2013.

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 77 | 84 | 836521 | 27020332 | 27856853 | 100 |
| Assent | 07 | 74 | 81 | 836521 | 27020317 | 27856838 | 100 |
| Dissent | 00 | 03 | 03 | 000000 | 15 | 15 | 000 |
| Total | 07 | 77 | 84 | 836521 | 27020332 | 27856853 | 100 |

L. RESOLUTION NO.12: SPECIAL RESOLUTION

Consent and authority of Board of Directors to create charge on the assets of the company pursuant to Sec 180(1)(a) of the Companies Act, 2013

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 77 | 84 | 836521 | 27020332 | 27856853 | 100 |
| Assent | 07 | 73 | 80 | 836521 | 27020311 | 27856832 | 100 |
| Dissent | 00 | 04 | 04 | 000000 | 21 | 21 | 000 |
| Total | 07 | 77 | 84 | 836521 | 27020332 | 27856853 | 100 |



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M. RESOLUTION NO.13 ORDINARY RESOLUTION

Appointment of Cost Auditor and payment of remuneration.

| Particulars | Numbers | | | Number of votes contained in | | | Percentage |
|-------------|----------------|---------|-------|------------------------------|----------|----------|------------|
| | Polling Papers | E-votes | Total | Polling Papers | E-Votes | Total | |
| Received | 07 | 75 | 82 | 836521 | 27020313 | 27856834 | 100 |
| Assent | 07 | 69 | 76 | 836521 | 26774884 | 27611405 | 99.119 |
| Dissent | 00 | 06 | 06 | 000000 | 245429 | 245429 | 00.881 |
| Total | 07 | 75 | 82 | 836521 | 27020313 | 27856834 | 100 |

I hereby confirm that I am maintaining the registers received from the service providers both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover this record to you or such other person as authorized by you.

H. P. SANGHVI & COMPANY
Practicing Company Secretaries
H.P. SANGHVI FCS 2259



HARESH SANGHVI
Proprietor
CoP No. 3675

Place : Mumbai

Date : 29th September, 2014.

