



INFRA INDUSTRIES LIMITED

7 Dhiraj Chambers, 9 Hazarimal Somani Marg, Mumbai – 400 001, Tel: 32946372 , Fax: 66348601,
CIN:L25200MH1989PLC054503, Website : www.infra.co.in

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 the company is seeking the consent of its members in respect of the special business proposed to be passed by Postal Ballot, more specifically provided in the appended resolution. The explanatory statement under section 102 of the Act, giving all material facts and reasons for the Special Business is also annexed.

The Company has appointed Mr. Suhas Ganpule of SG & Associates, Practicing Company Secretaries, Mumbai (Membership No.12122 Certificate of Practice No. 5722) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and in accordance with the provisions of the Act and rules made thereunder.

Members are advised to read carefully the instructions given in the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on 30th June, 2016 at the Company's Registered office at 7th Floor, Dhiraj Chambers, 9 Hazarimal Somani Marg, Mumbai- 400 001. The Company is pleased to offer voting facility as an alternate for its Members.

The Company has engaged the services of Central Depository Services Limited. ("CDSL") to provide Electronic voting facility to the members of the Company. Detailed instructions to use this facility is given separately.

By order of the Board of Directors
Infra Industries Limited

Sd/-
Mukesh Ambani
Managing Director
DIN NO.:00005012

Mumbai., 25th May, 2016

Item No.1:

Special Business :

1.To consider and, if thought fit, to pass the following resolution as Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), Section 110 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned Statutory Authorities and subject to such terms and conditions as may be imposed by them. Consent of the Members be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include Committee(s) thereof) to dispose off, sell and transfer the Land & factory building situated at Survey No. 147/2B & 147/3 GST Road, Pukkathurai Village, Madurantakam Taluk, Kancheepuram- 603308 admeasuring approximately 3.53 acres (hereinafter referred to as "Property") on as is where is basis to any prospective Buyer at such price as may be negotiated and on such terms and conditions as the Board of Directors may think proper and beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, incidental or ancillary to the sale or the Property without further reference to the Members of the Company, including finalising the terms and conditions, methods and modes of payment in respect thereof, and finalising and executing necessary documents including agreements, deeds of assignment, conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."



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“RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may required or necessary in this matter for making submissions at Stock Exchanges, Registrar of Companies and all other approval authorities in this regard.”

By order of the Board of Directors
Infra Industries Limited

Date:25.5.2016
Place:Mumbai.

Sd/-
Mukesh Ambani
Managing Director
DIN No.: 00005012

Notes:

1. An explanatory Statement pursuant to section 102 of the Act in respect of the ordinary resolution set out is enclosed.
2. The Notice is being sent to all the members whose names appear on the Register of Members/ list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 27th May,2016.
3. In terms of Section 180 (1) (a) of the Act read with the postal Ballot Rules, the item of business set out in notice above shall have to be passed by way of Postal Ballot.
4. The Company has appointed Mr. Suhas Ganpule of SG & Associates, Practicing Company Secretaries, Mumbai (Membership No. 12122, Certificate of Practice No. 5722) to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. The Members are requested to carefully read the instructions printed on the attached postal Ballot Form and return the same duly completed and signed, in the enclosed postage prepaid self-addressed envelope so as to reach the Scrutinizer on or before the close of working hours on 30th June,2016.Please note that any postal Ballot Form(s) received from the member(s) after 30th June,2016 shall be treated as if no response has come from the member(s) in terms of Rule 6(f) of the Postal Ballot Rules. Accordingly, Members are requested to send duly completed Postal Ballot Forms well before the above said date providing sufficient time for postal transit.
6. Voting rights shall be reckoned on the paid -up value of the equity shares registered in the name of the members as on 27.5.2016.
7. In compliance with the provisions of Section 180(1) (a) read with the Postal Ballot Rules, the Company is also offering the e-voting facility as an alternate method to the Members to enable them to cast their votes electronically. Please note that e-voting is optional and not mandatory.

The instructions for members for voting are as under:-

1. The voting period begins on Tuesday, 31st May, 2016 at 10.00 AM and ends on Thursday, 30th June, 2016 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27th May, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. 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 (record date) i.e.27th May, 2016.
3. Log on to the e-voting website www.evotingindia.com
4. Click on “Shareholders” tab.
5. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.



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7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. 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) 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, 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. 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 dividend bank details filed as mentioned in instruction (v).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN (Electronic Voting Sequence Number) for the relevant Infra Industries Limited on which you choose to vote."
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non Individual shareholders and Custodians
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporate and custodians respectively.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



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19. 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.
20. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
21. Members are requested to cast their vote on the Postal Ballot only through one mode (Postal Ballot or e-voting). In case Members cast their votes through both the modes, votes cast through Postal Ballot form will be rejected.
22. The Scrutinizer after completion of scrutiny of the postal ballot forms will submit his report to the Managing Director of the Company. The results of Postal Ballot will be declared by the Managing Director or such other Director as authorized by the Board of Directors of the Company on 2.7.2016 at the registered office of the Company. In event the draft resolution is assented by the requisite majority of the shareholders by means of postal ballot, the date of declaration of result shall be deemed to be the date of passing of the said resolution. The results would also be displayed on the Notice Board of the registered Office of the Company, besides communicating to Bombay Stock Exchange Limited.
23. The members are requested to:
 - i. Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
 - ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
 - iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1 The Company has a property of Land & Building situated at Survey No. 147/2B & 147/3 GST Road, Pukkathurai Village Madurantakam Taluk, Kancheepuram-603308 admeasuring 3.53 acres (herein after referred to as the Land and Factory Building) wherein the manufacturing activity is carried on by the Company.

2. In order to drive efficiency, cost effectiveness, reduction of debt and consolidation of production in single location, the Company is desirous of selling the Land and Building located at Survey No. 147/2B & 147/3 GST Road, Pukkathurai Village Madurantakam Taluk, Kancheepuram - 603308 as the Company feels the operations are unviable and has discontinued its manufacturing activity in the said facility.

3. The Board of Directors of the Company felt it is desirable and in the interest of the Company to sell the factory building at the prevailing market price beneficial to the interest of the Company on such terms and conditions as may be agreeable mutually between the Company and the Buyer and transfer the Furniture, moulds & machines to Khopoli factory. The Company has obtained NOC from its bankers to sell the said premises.

4. The Board of Directors is of the opinion that the aforesaid sale of the factory building is in the best interest of the Company, as the same would result into savings of cost of maintenance of the factory building and the proceeds of the same can be utilised for debt repayment.

5. The Board of Directors has at its Meeting held on 25th May, 2016 recommended for the approval of Members for the sale of the said Land and Building and transfer of Furniture, moulds and machines to Khopoli factory for a centralised single unit of production.

6. Pursuant to the provisions of Sections 180 (1)(a) and section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the sale, transfer or disposal of an undertaking requires the approval of the Members by Special Resolution to be passed by way of Postal Ballot. Accordingly, the approval of the Members is being sought through Postal Ballot for passing the Special Resolution as set out in the above Notice.

7. None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 1 of the Notice.

The Board recommends the resolution as set out at Item No. 1 of the Notice for approval by the shareholders.

**For and on behalf of the Board,
For Infra Industries Limited,**

Sd/-
Mukesh Ambani
Managing Director
DIN:00005012

Registered Office:

7th Floor, Dhiraj Chambers, 9 Hazarimal Somani Marg, Mumbai- 400 001

Enclosures: 1 Postal Ballot Form.

2 Postage Pre-paid self-addressed envelope.

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POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	
5.	I/We do hereby exercise and cast my/ our vote in respect of Special Resolution to be passed through postal ballot for the business stated in the Notice for Postal Ballot of the Company in following manner by placing the (√) mark at the appropriate box below (tick in both boxes will render the ballot invalid)	

No.	Description	No. of Shares held	I assent to the Resolution (FOR)	I dissent from the resolution (AGAINST)
1.	To approve the sale of undertaking under Section 180 (1) (a) of Plot of Land and Factory Building Premises situated at Survey No. 147/2 & 147/3 GST Road No.8, Pukkathurai Village Madurantakam Taluk, Kancheepuram-603308.			

Place:

Date:

(Signature of the shareholder*)**ELECTRONIC VOTING PARTICULARS**

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

COMMENCEMENT OF E VOTING	END OF E VOTING
31.5.2016 AT 10.00 HOURS IST	30.6.2016 AT 17.00 HOURS IST



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Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by Scrutinizer is 30.06.2016.

Instructions

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self- addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self- addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first- named Member and in his / her absence, by the next- named Member.] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick\
5. Consent must be accorded by placing a tick mark [] in the column 'I dissent to the resolution' mark
6. The votes of a Member will be considered invalid on any of the following grounds: a. if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled; b. if the Member's signature does not tally; c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held; d. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 28th June, 2016. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled- in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at sgevoting@gmail.com, with a copy marked to helpdesk.evoting@cdslindia.com, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self- addressed postage- prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid- up value of the shares registered in the name of the Member on the relevant date 27.5.2016.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.