



## Notice

**NOTICE** is hereby given that the Twenty-Third Annual General Meeting of the Shareholders of Ajmera Realty & Infra India Limited will be held on Wednesday, September 29th, 2010 at 11.00 A.M. at The Classique Club, Raheja Classique, Andheri Link Road, Andheri (West), Mumbai – 400053 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account ended on that date and the Report of Auditors and Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Shri Jagdish J Doshi, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

### **SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED** that Shri Jitendra Anandpara, who was appointed with effect from 18.01.2010 as a Director of the Company and holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**“RESOLVED** that pursuant to Section 31 and other applicable provisions of the Companies Act, 1956 for the time being in force, the Articles of Association of the Company be and is hereby amended in a manner provided herein as under:

- I. Replacing the existing Article 114 (1) by the following Article numbered as 114 (1)

114 Subject to the provisions of Section 198,309,310 and 311 of the Act, the remuneration payable to the Directors of the Company shall be as hereinafter provided.

- (1) Subject to the provisions of the aforesaid Sections, each of the Directors of the Company (inclusive of the Chairman) shall be entitled to payment of a sum not exceeding Rs. 20,000/- (Rupees Twenty Thousand only) for each meeting of the Board or of one or more Committees of the Board attended by him or such higher sum as may be prescribed and/or permitted under the Act and the Rules made thereunder and the Directors may agree to accept from time to time. The Directors including members of a Committee of Directors shall be paid such further remuneration if any, either on the basis of percentage of the net profits of the Company or otherwise as the Company in General Meeting shall from time to time determine and such further remuneration shall be divided amongst the Directors in such proportion and manner as the Board may from time to time determine, and in default of such determination, shall be divided equally amongst the Directors.

- II. Re-numbering the existing Article 125 as 125 (1) and inserting the following new Article to be numbered as 125 (2) after the Article 125 (1):

125 (2) The Board Meeting can also be held by means of video conferencing, telephonic presence, tele-conferencing, online communication or any other electronic mode as may be permitted under the prevailing law for the time being in force.”

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

**RAJNIKANT S. AJMERA**  
**MANAGING DIRECTOR**

Place : Mumbai,  
Date : 30th July, 2010  
**Registered Office:**  
“Citi Mall”, Link Road,  
Andheri (W), Mumbai – 400 053.

**NOTE:**

**I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

II. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

**III. The Register of Members and Share Transfer Books of the Company will remain closed for Seven days from Thursday, 23rd September 2010 to Wednesday, 29th September 2010 (both days inclusive).**

IV. The dividend as recommended by the Board of Directors, upon declaration by the members at the 23rd Annual General Meeting, shall be paid to those members, whose names appear on the Register of Members of the Company on Wednesday, 22nd September, 2010.

V. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of business under Item No. 5 & 6, set out above and details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are annexed hereto.

VI. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Sundays between 11.00 a. m. and 1.00 p. m., up to the date of the ensuing Annual General Meeting.

VII. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is

higher in order of the names will be entitled to vote.

VIII. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary for further particulars. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 205A of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund.

IX. Members are requested:

a to notify any change in their addresses to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID no. and to Sharex Dynamics (India) Private Limited – Registrar and Transfer Agent (RTA) or to the Company in respect of their physical shares quoting their folio numbers;

b to write to RTA to enable them to consolidate their holdings in one folio, who are not opting for depository and are holding Shares in identical order of names in more than one folio;

c to write to the Company at an early date so as to enable the Management to keep information ready, who are desiring any information as regard to accounts;

d to bring their Client ID and DP ID numbers for easy identification of attendance at the Meeting, who hold Shares in dematerialized form;

e to bring their copies of the Annual Reports to the Meeting.

X. In terms of Section 109A of the Companies Act, 1956, the Shareholder(s) of the Company may nominate a person on whom the Shares held by him/them shall vest in the event of his/their death. Shareholder(s) desirous of availing this facility may submit nomination in Form 2B.



## EXPLANATORY STATEMENT

As required by Section 173 (2) of the Companies Act, 1956, the following Explanatory Statements set out all material facts relating to the business under Item Nos. 5 & 6 of the accompanying Notice dated 30th July, 2010.

### ITEM NO. 5

Shri Jitendra Anandpara has been appointed at the meeting of the Board of Directors held on 18th January, 2010 as an additional Director (Independent) of the Company liable to retire by rotation. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Jitendra Anandpara holds office upto the date of the Annual General Meeting.

Pursuant to Section 257 of the Companies Act, 1956, a notice has been received from a Member signifying his intention to propose the appointment of Shri Jitendra Anandpara as Director of the Company at the ensuing Annual General Meeting along with a deposit of Rs. 500/-. Hence, necessary resolutions are placed before the Meeting for Members' approval.

None of the Directors of your company except Shri Jitendra Anandpara is interested in this resolution.

Your Directors recommend passing of this resolution.

### ITEM NO. 6

- I. This enabling amendment to the Article is in conformity with the provisions of Section 310 of the Act and accordingly, the Article no. 114 (1) of the Articles of Association of the Company is proposed to be amended.
- II. This enabling provision is proposed to be incorporated in the Articles of Association so that as and when the law permits, the Board can hold the meeting through tele and video conferencing.

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

**RAJNIKANT S. AJMERA**  
**MANAGING DIRECTOR**

Place : Mumbai  
Date : 30th July, 2010  
**Registered Office:**  
"Citi Mall", Link Road,  
Andheri (W), Mumbai – 400 053.

**INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

As required under the Listing agreement, the particulars of Director who are proposed to be appointed / re-appointed are given below:

<b>A</b>	<b>Name</b>	<b>Shri Jagdish J Doshi</b>
	Date of Birth	26th February, 1931
	Date of Appointment / Period	20th January, 1992
	Expertise in specific functional area	Involved in the development of Steel Industry for more than five decades.
	Qualifications	M. S. (Illinois), D. I. C. (London), B. E. (Hons.) Bombay, P. Eng. ( Ontario, Canada), Consulting Engineer.
	Listed / Unlisted Public Companies in which outside Directorship held as on 31 <sup>st</sup> March, 2010	Super Stainless and Hi Alloys Limited Four Seasons Marine & Air Services Limited Co-Nick Alloys (India) Limited Shree Precoated Steels Limited
	Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 31 <sup>st</sup> March, 2010	Shree Precoated Steels Limited
<b>B</b>	<b>Name</b>	<b>Shri Jitendra Anandpara</b>
	Date of Birth	26th May, 1951
	Date of Appointment / Period	18th January, 2010
	Expertise in specific functional area	Shri Anandpara is a Chief Life Insurance Advisor (CLIA). He is in insurance industry since 1973.
	Qualifications	Graduate in Commerce from Mumbai University and DLIM from Pune.
	Listed / Unlisted Public Companies in which outside Directorship held as on 31 <sup>st</sup> March, 2010	None.
	Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 31 <sup>st</sup> March, 2010	None.