



Notice

NOTICE is hereby given that the Twenty-Forth Annual General Meeting of the Shareholders of Ajmera Realty & Infra India Limited will be held on Friday, September 30, 2011 at 11.30 A.M. at 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

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 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 Ambalal C Patel, 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, which will be proposed 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 the following Resolution, with or without modification, as an Special Resolution: -
“RESOLVED THAT pursuant to the provisions of Section 314(1)(b), and/or other applicable provisions, if any of the Companies Act, 1956 read with the Director’s Relatives (Office or Place of Profit) Rules 2003, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, department or bodies as may be necessary, the Company hereby accords its consent and approval for the appointment of Shri Manoj I. Ajmera, a relative of Shri Ishwarlal S. Ajmera, Wholetime Director of the Company, holding and continue to hold office or place of profit in the Company as President-Operations on a salary of Rs. 1,60,000/- per month (in the scale of Rs. 1,60,000/- per month to Rs.3,00,000/- per month) together with the usual

perquisites, allowances, benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar post or posts within the same salary scale or grade with effect from 1st July, 2011.

RESOLVED FURTHER THAT in the event of the salary and perquisites as aforesaid exceeding Rs. 2,50,000/- per month or such amount as may be prescribed from time to time, the approval of the Central Government will be obtained as required in accordance with the provisions of the Companies Act, 1956 read with the Director’s Relatives (Office or Place of Profit) Rules, 2003.”

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

“RESOLVED THAT pursuant to the provisions of Section 314(1)(b), and /or other applicable provisions, if any of the Companies Act, 1956 read with the Director’s Relatives (Office or Place of Profit) Rules 2003, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, department or bodies as may be necessary, the Company hereby accords its consent and approval for the appointment of Shri Jayant I Ajmera, a relative of Shri Ishwarlal S. Ajmera, Wholetime Director of the Company, holding and continue to hold office or place of profit in the Company as Vice President-Business Development on a salary of Rs. 1,30,000/- per month (in the scale of Rs.1,30,000/- per month to Rs.2,00,000/- per month) together with the usual perquisites, allowances, benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar post or posts within the same salary scale or grade with effect from 1st July, 2011.

RESOLVED FURTHER THAT in the event of the salary and perquisites as aforesaid exceeding Rs. 2,50,000/- per month or such amount as may be prescribed from time to time, the approval of the Central Government will be obtained as required in accordance with the provisions of the Companies Act, 1956 read with the Director’s Relatives (Office or Place of Profit) Rules, 2003.”

7. To consider and, if thought fit, to pass the following Resolution, with or without modification, as an Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 314(1)(b) and other applicable provisions, if any of the

Companies Act, 1956 read with the Director's Relatives (Office or Place of Profit) Rules, 2003, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, department or bodies as may be necessary, the Company hereby accords its consent and approval for the re-appointment of Shri Sanjay C. Ajmera, a relative of Shri Chhotalal S. Ajmera, Chairman & Managing Director of the Company, holding and continue to hold office or place of profit in the Company as Senior Vice President-Business Development on a salary of Rs. 1,50,000/- per month (in the scale of Rs.1,50,000/- per month to Rs.2,50,000/- per month) together with the usual perquisites, allowances, benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar post or posts within the same salary scale or grade with effect from 1st July,2011".

8. To consider and, if thought fit, to pass the following Resolution, with or without modification, as an Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 314(1)(b) and/or other applicable provisions, if any of the Companies Act, 1956, read with the Director's Relative (Office or Place of Profit) Rules 2003, (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, department or bodies as may be necessary, the Company hereby accords its consent and approval for the appointment of Shri Dhaval R.

Ajmera, related to Shri Rajnikant S. Ajmera, Managing Director of the Company, holding and continue to hold office or place of profit in the Company as Vice President-Marketing on a salary of Rs.1,30,000/- per month (in the scale of Rs.1,30,000/- per month to Rs. 2,00,000/- per month) together with the usual perquisites, allowances, benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar post or posts within the same salary scale or grade with effect from 1st July, 2011".

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

RAJNIKANT S. AJMERA
MANAGING DIRECTOR

Place : Mumbai,
Date : 10th June, 2011
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 the 24th September 2011 to the 30th September 2011 (both days inclusive).
 - IV. The dividend as recommended by the Board of Directors, upon declaration by the members at the 24th Annual General Meeting, shall be paid to those members, whose names appear on the Register of Members of the Company on Friday, 23rd September, 2011.
 - V. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of business under Item No 5 to 8 as 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 is 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. to 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 the 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 Share holder(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. Share(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 to 8 of the accompanying Notice dated 10th June 2011.

Item No. 5, 6, 7 & 8:

- a Shri Manoj I Ajmera, Shri Jayant I Ajmera, Shri Sanjay C. Ajmera, and Shri Dhaval R. Ajmera, were appointed with

effect from 1st July,2011, by the Board of Directors on the recommendation of the Remuneration Committee at its Meeting held on 25th April,2011, under the provisions of Section 314(1)(b) and/or other applicable provisions ,if any of the Companies Act, 1956 read with the Directors' Relatives (Office or Place of Profit), they continue to hold office or place of profit in the Company on a salary (on a time scale) together with the usual perquisites, allowances, benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits applicable to other employees occupying similar post or posts (as given in the Notice). 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.

- b It is now proposed to seek the approval of the Shareholders under the provisions of the Act, as referred to above for their holding and continuing to hold Office or Place of Profit in the Company with their respective designations.
- c In the event their salary (including perquisite) exceeds Rs. 2,50,000/- per month or such amount as may be

prescribed from time to time, the Company will obtain approval of the Central Government as per the provisions of the Act.

- d The Directors commends the Resolution Nos. 5 ,6,7& 8 for acceptance by the Members.
- e Shri Chhotalal S. Ajmera, Chairman & Managing Director, Shri Rajnikant S. Ajmera, Managing Director and Shri Ishwarlal S. Ajmera, Wholetime Director are interested in the Resolution being related to Sanjay C Ajmera ,Shri Dhaval R. Ajmera, Shri Manoj I. Ajmera and Shri Jayant I. Ajmera.
- f No other Director is concerned or interested in the above Resolution.

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

RAJNIKANT S. AJMERA
MANAGING DIRECTOR

Place : Mumbai,
Date : 10th June, 2011
Registered Office:
"Citi Mall", Link Road,
Andheri (W), Mumbai – 400 053.

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT

As per the requirement of Clause 49 of the Listing agreement, the particulars of the Director who is proposed to be re-appointed is given below:-

A	Name	Shri Ambalal C Patel
	Date of appointment	5th September 2003
	Expertise in specific functional area	Over all 40 years of experience in Finance, Metallurgy and Management
	Qualifications	Bachelor of Engineering (Metallurgy), Degree from IISC Bengaluru, BSc. (Chemistry)
	Listed / Unlisted Public Companies in which outside Directorship held as on 31st March 2011	1. Jindal Hotel Limited 2. Nandan Exim Limited 3. Vishal Malleable Limited 4. Laffans Petrochemicals Limited 5. S A L Steel Limited 6. Circuit Systems Limited 7. Sumeru Industries Limited 8. Chiripal Industries Limited 9. Shree Precoated Steels Ltd. 10. Karnavati Hospital Pvt. Limited 11. GSL Nova Petrochemicals Ltd.
	Chairman / Member of the Committees of the Board of the other Companies on which he is a Director as on 31st March 2011	05(Five)