



MARUTI INFRASTRUCTURE LIMITED

CIN: L65910GJ1994PLC023742

Regd. Office: 802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad,
Gujarat-380015, INDIA. Ph.: 079-26860740, E-mail: maruti_infra@yahoo.com , www.marutiinfra.in

To,
The Members,

NOTICE OF POSTAL BALLOT [Pursuant to Section 110 of the Companies Act, 2013]

Notice is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of postal ballot / e-voting.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts pertaining to the Resolutions and explaining the reasons for the postal ballot are annexed hereto alongwith the Postal Ballot Form (the “Form”) for consideration of the Members.

Mr. Jignesh Maniar, a Practicing Company Secretary, Ahmedabad has been appointed by the Board of Directors (the “Board”) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the back of the Postal Ballot Form and return it duly completed in all respects in the enclosed self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours on June 5, 2015. Please note that any Postal Ballot Form(s) received after the said date shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014. No other form or photocopy thereof is permitted.

E-Voting:

In Compliance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting facility is being provided to all the members, enabling them to cast their votes electronically. The Company has engaged Central Depository Services (India) Limited (CDSL) for providing the e-voting facility through its platform.

The process and manner for e-voting is provided in the notes to the notice. In case a member votes electronically, he/she is not required to vote through Postal Ballot Form. In case a member votes electronically as well as sends his/her vote through Postal Ballot Form, the vote casted electronically shall be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer. The e-voting will commence on **Thursday, May 7, 2015 at 09.00 a.m.** and will end on **Friday, June 5, 2015 at 05.00 P.M.**

After completion of the scrutiny of Postal Ballot Form received from shareholders and also vote casted through electronic mode, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot shall be declared by the Chairman on or before June 12, 2015 at the Registered Office of the Company at 802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad, Gujarat-380015.

The resolutions, if assented by the requisite majority, shall be deemed to be passed on the date of result. The results of the Postal Ballot along with Scrutinizer’s Report will be uploaded on the CDSL’s website viz. www.cdslindia.com and on the Company’s website viz. www.marutiinfra.in and will be published in the newspapers. The result will be communicated to the Stock Exchange on which the equity shares of the Company are listed.

RESOLUTIONS:

1. CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:

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

“RESOLVED THAT in supersession of the earlier resolution(s) passed by the Shareholders of the Company with respect to the borrowing powers of the Board of Directors, pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accords its consent to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and/or hypothecations (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders) in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable

and/or immovable properties and/or assets of any description of the Company, both present and future, pertaining to any one or more of the Company's Units and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said undertakings of the Company, with the right to take over the management and concern of the undertaking(s) whose properties are agreed to be mortgaged, hypothecated and/or charged in certain events, to or in favour of any Bank(s), Financial Institution(s) and other lending Institution(s), lender(s) or Agent(s) and/or Trustee(s) etc. to secure their respective Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company and/or any of the Company's holding/subsidiary/joint venture/affiliate/associate company(ies), of such amount or amounts not exceeding Rs. 100.00 Crores (Rupees One Hundred Crores only) in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, costs, charges and other moneys payable by the Company to the respective Bank(s), Financial Institution(s) and other lending Institution(s), lender(s) or Agent(s) and/or Trustee(s) etc under the Loan / Subscription Agreement(s) or any other documents or undertaking(s) entered into/to be entered into by the Company in respect of the such loans or other financial instruments or assistance;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Bank(s), Financial Institution(s) and other lending Institution(s), lender(s) or Agent(s) and/or Trustee(s), the agreement(s)/document(s)/undertaking(s) for creating the aforesaid mortgages, hypothecations and / or charges and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents / agreements / undertakings and to do all such acts and things and to execute all such documents, deeds and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or Officer(s) of the Company, to give effect to this resolution."

2. POWER TO MAKE INVESTMENT(S), LOAN(S), GIVE GUARANTEE(S) AND PROVIDE ANY SECURITY(IES):

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

"RESOLVED THAT in suppression of all earlier resolution passed by the Company, pursuant to the provisions of section 186 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and relevant Rules thereof and (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to consent and such approvals, permissions, sanctions and consents of the appropriate authorities as may be necessary under any statute for time being in force, or any other approvals as may be required from lenders, consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"** which term shall be deemed to include any committee thereof) to make investment(s), and/or loan(s), give guarantee(s) and provide any security(ies), in its absolute discretion deemed beneficial and in the interest of the Company, not exceeding in the aggregate at any one time Rs. 20.00 Crores (Rupees Twenty Crore only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the actual sum of investment(s), loan(s), guarantee(s) and/or security(ies) that may be made or given in/to any other Body Corporate(s) and/or any Group Company(ies), within the above limit and also to settle any question or difficulty that may arise in regard to the proposed investment or loan or guarantees or securities and to do all or any of the matters arising out of and incidental to the making of investment by the Company as aforesaid."

3. CHANGE IN MEMORANDUM OF ASSOCIATION OF THE COMPANY :

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Central Government, or any other statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- a. Under sub-clause 2(ii) of "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" the words "Section 370 and 372 of the Companies Act, 1956" be substituted with the words "Section 186 of the Companies Act, 2013".
- b. The sub-heading III(B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" be substituted by the new sub-heading "THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under sub clauses 1 to 37 thereof.
- c. Under sub-clause 15 and 30 of new sub-heading "THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", the words "the Companies Act, 1956" and "Section 58A of the Companies Act, 1956" be substituted with the words "Companies Act, 2013" and "Section 73 of the Companies Act, 2013" respectively.

- d. Sub-clauses 1 to 52 as appearing under the sub-heading III(C) i.e. "OTHER OBJECTS", be shifted under the new sub-heading III(B) i.e. "THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", vide creation of new sub clauses no. 38 to 89, the sub-heading III(C) i.e."OTHER OBJECTS".
- e. Sub-clause 90 be added as follows "

Sub-clause- 90

To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manner as the company may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

By order of the Board of Directors
For, **MARUTI INFRASTRUCTURE LIMITED**

Place: Ahmedabad
Date: April 28, 2015

Nimesh D. Patel
Managing Director

Registered Office:
802, Surmount Building, Opp. Iscon Mega Mall,
S. G. Highway, Ahmedabad,
Gujarat-380015, INDIA

Notes:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of item Nos. 1 and 3 of the Notice as set out above are annexed hereto.
2. The relevant documents referred to in this notice and explanatory statement will be open for inspection by the members at the Registered Office of the Company during 2.00 p.m. to 4.00 p.m. on working days upto June 5, 2015, being the last day for receipt of Postal Ballot Forms by the Company.
3. The Board of Directors decided May 1, 2015 as cut-off date in accordance with the rule 20 of the Companies (Management and Administrator) Rules, 2014, as amended from time to time. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on May 1, 2015. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and also Notice of postal Ballot is being sent by e-mail to members whose e-mail IDs are registered with either the depositories or the Company. Members who have not registered their e-mail address will receive this Postal Ballot Notice alongwith the Postal Ballot Form through permissible mode.
4. Member can opt for any one mode of voting i.e. either by Postal Ballot or thought e-voting. In case, you are opting for voting by Postal Ballot, then, please do not cast your vote by e-voting and vice versa. In case, Member cast vote both by sending Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be considered invalid.
5. Instructions for voting
 - A. Voting through Physical Postal Ballot Form
 - i. A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (For) or dissent (Against) and send it to the Scrutinizer in the self addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
 - ii. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on June 5, 2015. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Voting through electronic means.

- (i) The voting period begins on May 7, 2015 at 09.00 A.M. and ends on June 5, 2015 at 05.00 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 May 1, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" Tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter their Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Postal Ballot Form.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company's records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company's records for the said demat account or folio.</p> <p>* 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 the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Maruti Infrastructure limited on which you choose to vote.
- (xii) 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 are assenting to the Resolution and option NO implies that you are dissenting to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of your vote by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.

EXPLANATORY STATEMENT

Explanatory Statement for Resolutions mentioned under Item Nos. 1 to 3 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”)

ITEM NO. 1:

Generally, the borrowings by a Company, may be required to be secured by way of mortgage or charge over all or any part of the movable and/or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s) and as per the provisions of section 180 (1)(a) of the Companies Act, 2013, creation of mortgage or charge on all or any part of the movable and/or immovable properties of the Company, covered under the provisions of the said section and hence, requires the approval from the shareholders of the Company by way of Special Resolution.

In terms of provisions of Section 180(1)(a) of the Companies Act, 2013 which were made effective from 12th September, 2013. Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, New Delhi, the Ordinary Resolution earlier passed under Section 293 (1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company’s assets in favour of the lending Bank(s), Financial Institution(s), lenders, trustees etc. to secure the repayment of monies borrowed by the Company.

It is therefore, necessary to obtain members’ approval by way of a Special Resolution under Section 180 (1)(a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 100 crores (Rupees One Hundred Crores only); or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

As per the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the aforesaid approval under Section 180(1)(a) is to be obtained by passing of a Special Resolution through postal ballot.

Accordingly, the Board recommends the Resolution at Item No. 1 of the Postal Ballot Notice for approval of the shareholders by a Special Resolution.

None of the Promoters, Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

ITEM NO. 2

As per Section 186 of the Companies Act, 2013, the Company cannot make investment(s) or loan(s) or give guarantee(s) or provide security(ies) beyond 60% of the aggregate of the Company's paid up share capital and free reserves or 100% of the Company's free reserves whichever is higher, in/to any other Body Corporate(s) and/or any Group Company(ies), without the prior consent of the Members in General Meeting.

Looking to, the financial condition of the Company, cash flows, further growth plans and business plan of the Company, it would be required to have financial flexibility as utilization of surplus funds available with the Company from time to time. Therefore, the Company may authorise the Board of Directors of the Company to determine to make investment(s), and/or loan(s), give guarantee(s) and provide any security(ies) in/to any other Body Corporate(s) and/or any Group Company(ies) upto a limit not exceeding Rs 20.00 Crores (Rupees Twenty Crore Only).

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

ITEM NO. 3

The Existing Memorandum of Association ("MOA") was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from April 01, 2014 required for stating of the Object Clause of MOA in a different manner. In view of the requirements, the Objects Clause is proposed to be amended as under:

- a. Under sub-clause 2(ii) of "THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" the words "Section 370 and 372 of the Companies Act, 1956" be substituted with the words "Section 186 of the Companies Act, 2013".
- b. The sub-heading III(B) "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" be substituted by the new sub-heading "THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", with existing objects appearing under sub clauses 1 to 37 thereof.
- c. Under sub-clause 15 and 30 of new sub-heading "THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", the words "the Companies Act, 1956" and "Section 58A of the Companies Act, 1956" be substituted with the words "Companies Act, 2013" and "Section 73 of the Companies Act, 2013" respectively.
- d. Sub-clauses 1 to 52 as appearing under the sub-heading III(C) i.e. "OTHER OBJECTS", be shifted under the new sub-heading III(B) i.e. "THE MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)", vide creation of new sub clauses no. 38 to 89, the sub-heading III(C) i.e."OTHER OBJECTS".
- e. Sub-clause 90 be added as follows "

Sub-clause- 90

To undertake Corporate Social Responsibility ("CSR") activities in terms of the provisions of the Companies Act, 2013 and Rules made there under or in such other manner as the company may deem fit.

The Alteration of MOA requires the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Companies Act, 2013. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Board recommends the Resolution at Item No. 3 of the Notice for approval of the shareholders by a Special Resolution.

None of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

By order of the Board of Directors
For, **MARUTI INFRASTRUCTURE LIMITED**

Place: Ahmedabad
Date: April 28, 2015

Nimesh D. Patel
Managing Director

Registered Office:
802, Surmount Building,
Opp. Iscon Mega Mall,
S. G. Highway, Ahmedabad,
Gujarat-380015, INDIA