



MEGH MAYUR INFRA LIMITED

(Formerly Poddar Infrastructure Limited)

Ref No: MMIL//BSE/

Date: 26th September, 2014

To,
THE MANAGER
BSE LIMITED
1st Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 023

Dear Sirs,

SUB: In accordance with Clause 35A of the Listing Agreement, the details of business transacted at the 33rd Annual General Meeting of Megh Mayur Infra Limited (previously known as Poddar Infra Limited and there before as Transoceanic Property Limited)are furnished below:

Date of the Annual General Meeting : 26th September, 2014

Book Closure Date : 17th September, 2014 to 26th September, 2014 (both days inclusive)

Total Numbers of the Shareholders on record : Total number of Shareholders as on 26th September, 2014 were 169

No. of Shareholders present in the Meeting either in Person or through Proxy

1) Promoters and Promoter Group		
a) In Person	:	Two (2)
b) Through Proxy	:	--
2) Public		
a) In Person	:	Four (4)
b) Through Proxy	:	--
Total	:	Six (6)

No. of Shareholders attended the meeting through Video conferencing

Promoters and Promoter Group : --N.A.--

Public : --N.A.--

Mode of voting : In respect of all the Items voting were made by following means:

1. E-voting: From 09:00 AM on Saturday, September 20, 2014 to 6:00 PM on Monday, September 22, 2014.
2. Poll: Conducted during 33rd Annual General Meeting held on 26th September, 2014.

Regd. Office : 208, Lalji Shopping Centre, S. V. Road, Borivali (West), Mumbai 400 092
Ph. : 022 28993841 Email: grievances@meghmayur.com



Details of the Agenda	
The Following business was transacted by the Shareholders and all the Resolutions were passed unanimously:-	

Sr. No	Particulars of Resolution	Ordinary or Special Resolution	Pattern of Voting
1.	<p>Adoption of the Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2014.</p> <p>“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors’ Report (including Report on Corporate Governance, Management Discussion and Analysis Report and the Report of the Auditors thereon placed before this meeting be and are hereby received, approved and adopted.”</p>	Ordinary	By e-voting and Poll
2.	<p>Approval of re-appointment of Shri Rajendra Shah (DIN 01765634), Director of the Company who retired by rotation at this Annual General Meeting.</p> <p>“RESOLVED THAT Shri Rajendra Shah (DIN 01765634), a Director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company whose term of office shall be liable to determine by retirement by rotation.”</p>	Ordinary	By e-voting and Poll
3.	<p>Approval of appointment of M/s. M/s. Rasesh Shah & Associates, Chartered Accountants, the Retiring Auditors as the Statutory Auditors of the Company for the period of three years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 36th Annual General Meeting.</p> <p>“RESOLVED THAT in accordance with the provisions of section 139 of the Companies Act, 2013, and the Rules made there under (including any statutory modification(s) or re-enactment thereof) the retiring Auditors M/s. Rasesh Shah & Associates, Chartered Accountants, having the ICAI Registration No. 10867W and holding valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting), on remuneration and other expenses to be fixed by the Board of Directors of the Company.”</p>	Ordinary	By e-voting and Poll



4	<p>Alteration of Articles of Association by insertion of new Article No. 21A of the Articles of Association of the Company.</p> <p>“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the New Article No. 21A in the Articles of Association of the Company (“Articles”) be and is hereby altered in the manner as under:</p> <p>After Article 21, the following New Article 21A be inserted:</p> <p>Powers to appoint Directors of the Company as Chairperson as well as the Managing Director or Whole- time Director or Executive Director at the same time</p> <p>5. 21A. Subject to the provisions of the Companies Act, 2013, the Directors or the Company in the General Meeting, may from time to time, appoint any Director as the Chairperson as well as the Managing Director or Executive Director or Chief Executive Officer of the Company at the same time and remove him or her from the office and appoint another Director in his or her place.</p>	Special	By e-voting and Poll
5	<p>Re-appointment of Mr. Mitul Shah as the Managing Director of the Company.</p> <p>“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act,1956 read with Schedule XIII to the Companies Act, 1956) , the consent of the Company be and is hereby accorded to the re-appointment of Mr. Mitul Shah (holding DIN 00509114), for his re-appointment with effect from 1st November, 2014 under the Articles of Association of the Company, as the “Managing Director” of the Company for a period of five years effective from 1st November, 2014 without any remuneration and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. Mitul Shah.”</p>	Ordinary	By e-voting and Poll



6	<p>Continuation of Mr Jayant Pandya as an Independent Director of the Company for five years</p> <p>“RESOLVED THAT consent of the Company be and is hereby accorded to Shri Jayant Pandya (DIN 02144823), who holds office as an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement and who being eligible to continue as an Independent Director under Section 149 of the Companies Act, 2013 read with Rules made thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange(s) (including any statutory modification(s) or re-enactment thereof, for the time being in force), to continue to hold the Office of Independent Director of the Company for a period of five consecutive years from 1st April , 2014 up to 31st March, 2019 who shall not be liable to retire by rotation.”</p>	Ordinary	By e-voting and Poll
7	<p>Continuation of Ms Komal Savaliya as an Independent Director of the Company for five years</p> <p>“RESOLVED THAT consent of the Company be and is hereby accorded to Ms Komal Savaliya (DIN 02081586), who holds office as an Independent Director of the Company pursuant to Clause 49 of the Listing Agreement and who being eligible to continue as an Independent Director under Section 149 of the Companies Act, 2013 read with Rules made thereunder and Clause 49 of the Listing Agreement entered with the Stock Exchange(s) (including any statutory modification(s) or re-enactment thereof, for the time being in force), to continue to hold the Office of Independent Director of the Company for a period of five consecutive years from 1st April , 2014 up to 31st March ,2019 who shall not be liable to retire by rotation.”</p>	Ordinary	By e-voting and Poll



RESULTS OF POLL AND E-VOTING

AGENDA WISE

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 1: To receive, consider and adopt the Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2014.

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 2: To appoint Director in place of Shri Rajendra Shah (DIN 01765634) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		



(a) Ordinary Resolution: Passed Unanimously

(b) Item No 3: Appointment of the Statutory Auditors M/s. Rasesh Shah & Associates, Chartered Accountants, to hold office for a period of three years from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting), on remuneration and other expenses to be fixed by the Managing Director of the Company.

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		

(a) Special Resolution: Passed Unanimously

(b) Item No 4: Alteration of Articles of Association by insertion of new Article No. 21A of the Articles of Association of the Company

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		



(a) Ordinary Resolution: Passed Unanimously

(b) Item No 5: Re-appointment of Mr Mitul Shah as the Managing Director of the Company.

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 6: Continuation of Mr Jayant Pandya as an Independent Director of the Company

Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		



(a) Ordinary Resolution: Passed Unanimously

(b) Item No 7: Continuation of Ms Komal Savaliya as an Independent Director of the Company

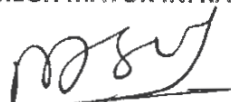
Particulars	No. of shares held	No. of votes polled and e-voted	% of Votes Polled and e- voted on outstanding shares	No. of Votes polled and e-Voted – in favour	No. of Votes – polled and e- Voted against	% of Votes in favour on votes polled and e-Voted	% of Votes against on votes polled and e- Voted
	(1)	(2)	$(3)=[(2)/(1)]^*$ 100	(4)	(5)	$(6)=[(4)/(2)]^*$ 100	$(7)=[(5)/(2)]^*$ 100
Promoter and Promoter Group	4263000	4263000	100	4263000	Nil	100	Nil
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others** (HUF is also considered as Public)	2037000	1213800	59.59	1213800	Nil	100	nil
Total	6300000	5476800		5476800	Nil		

We kindly request you to take on record, please.

Thanking you,

Yours Faithfully,

For MEGH MAYUR INFRA LIMITED.



Mitul Shah
Managing Director
DIN : 00509114

Address : 10E/F, ANJAN SHALAKA COMPLEX,
ATHWA LINES, SURAT, 395007-Gujarat.





22/128, Gujarat Housing Board, Rander Road, Surat-395005, Gujarat

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

Shri Mitul Shah

The Chairman of 33rd Annual General Meeting of Megh Mayur Infra Limited (Previously known as Poddar Infrastructure Limited and there before known as Transoceanic Property Limited) to be held on Friday, the 26th September, 2014 at 11.00 a.m. at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092 .

Dear Sir,

I, **Simmy Juneja**, Partner of M/s. RNSJ & Associates, Chartered Accountants Membership no. 146290 appointed as Scrutinizer by the Board of Directors of the **Megh Mayur Infra Limited ("the Company")** (Previously known as Poddar Infrastructure Limited and therebefore known as Transoceanic Property Limited) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-Voting) on the Resolutions contained in the Notice of 33rd Annual General Meeting of the Company to be held on Friday, the 26th September, 2014 at 11.00 a.m. at **208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092**, submit our report as under:

1. The e-Voting commenced on **Saturday the 20th September, 2014 (9:00 a.m.)** and was **closed on Monday the 22nd September, 2014 (6:00 p.m.)**.
2. The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution.
3. The e-Voting Result was unblocked at Surat from the website of M/s Central Depository Services Limited (i.e. www.evotingindia.com) and the Excel File containing the Result was opened in the presence of Mr Kunal Juneja and Ms Raveena Narang who are **not in the employment** of the Company. **(Declaration attached)**



4. The result of the e Voting is as under :

Item No 1: To receive, consider and adopt the Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2014.

(i) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(ii) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Item No 2: To appoint Director in place of Shri Rajendra Shah (DIN 01765634) who retires by rotation and being eligible, offers himself for re-appointment.

(iv) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(v) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(vi) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



Item No 3: Appointment of the Statutory Auditors M/s. Rasesh Shah & Associates ,Chartered Accountants, to hold office for a period of three years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 36th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting), on remuneration and other expenses to be fixed by the Managing Director of the Company.

(i) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(ii) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Item No 4: Alteration of Articles of Association by insertion of new Article No. 21A of the Articles of Association of the Company.

(i) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(ii) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



Item No 5: Re-appointment of Mr Mitul Shah as the Managing Director of the Company

(i) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(ii) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

Item No 6: Continuation of Mr Jayant Pandya as an Independent Director of the Company

(i) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(ii) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



**Item No 7: Continuation of Ms Komal Savaliya as an Independent Director
of the Company**

(i) Voted in favour of the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
5	974400	100

(ii) Voted against the Resolution:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members voting	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

5. A Compact Disc (CD) containing a list of Equity Shareholders who have participated in the e-Voting Process is enclosed.
6. List of equity shareholders who have participated in the e-Voting Process will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the Minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of Companies (Management and Administration) Rules, 2014.

Thanking you,

Yours faithfully,

**FOR M/S RNSJ & ASSOCIATES
CHARTERED ACCOUNTANTS**



**SIMMY JUNEJA
PARTNER
MEM. NO. : 146290
F.R. NO: 138936W**



Place : Surat
Date: 23rd September, 2014

Declaration by witness for e-Voting Results

We, Mr Kunal Juneja and Ms Raveena Narang ,the undersigned witnesses that the votes of **Megh Mayur Infra Limited (Previously known as Poddar Infra Limited and there before as Transoceanic Property Limited)** were unblocked from the e-voting Website of Central Depository Services Limited(CDSL) (www.evotingindia.com) in our presence at 11.45 a.m. on 23rd September, 2014 as required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014.

Date : 23rd September, 2014

Place: Surat



Witness 1
Kunal Juneja
22/128, G.H.B.,
Rander Road,
Surat



Witness 2
Raveena Narang
Swaminagar Soc.,
Bhatar Road,
Surat



22/128, Gujarat Housing Board, Rander Road, Surat-395005, Gujarat

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

Shri Mitul Shah

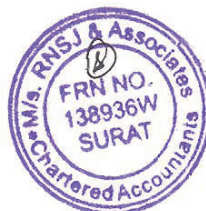
The Chairman for Annual General Meeting of the Equity Shareholders of **Megh Mayur Infra Limited (Previously known as Poddar Infrastructure Limited there before Transoceanic Property Ltd)** held on Friday , the 26th September, 2014 at 11.00 a.m. at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092.

Dear Sir,

I, **Simmy Juneja** , Partner of M/s. RNSJ & Associates, Chartered Accountants appointed as Scrutinizer by you for the purpose of the Poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of **(Megh Mayur Infra Limited (Previously known as Poddar Infrastructure Limited there before Transoceanic Property Ltd) the Company"**) held on Friday , the 26th September, 2014 at 11.00 a.m. at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092, submit my Report as under:

After the time fixed for closing of the Poll by the Chairman, One (1) Ballot Box kept for Polling was locked in my presence and Members who were present with due identification marks placed by me.

1. The locked Ballot Box was subsequently opened in my presence and in the presence of 2 (Two) Witnesses (**Declaration attached**). The Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company and **M/s. Sharepro Services Private Limited, Registrar and Transfer Agents of the Company** and the Authorizations and Proxies lodged with the Company.
2. I did not find any Poll papers invalid.



3. The Result of the Poll is as under :

- (a) Ordinary Resolution: Passed Unanimously
(b) Item No 1: To receive, consider and adopt the Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2014.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (a) Ordinary Resolution: Passed Unanimously
(b) Item No 2: To appoint Director in place of Shri Rajendra Shah (DIN 01765634) who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 3: Appointment of the Statutory Auditors M/s. Rasesh Shah & Associates, Chartered Accountants, to hold office for a period of three years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 36th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting), on remuneration and other expenses to be fixed by the Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(a) Special Resolution: Passed Unanimously

(b) Item No 4: Alteration of Articles of Association by insertion of new Article No. 21A of the Articles of Association of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100



(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 5: Re-appointment of Mr Mitul Shah as the Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100

(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 6: Continuation of Mr Jayant Pandya as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100



(ii) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 7: Continuation of Ms Komal Savaliya as an Independent Director of the Company

(iv) Voted in favour of the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
6	4502400	100

(v) Voted against the resolution:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(vi) Invalid votes:

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FAVOUR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.



5. The Poll Papers and all other relevant records were Sealed and handed over to Mr. Mitul Shah, Chairman, authorized by the Board for safe keeping.

REPORT FOR INVALID POLL PAPERS.

Sr. No.	Category	No. of Poll Papers	Total number of Invalid votes casted
1.	No votes polled	-	-
2.	Signature not available	-	-
3.	Signature not tallied	-	-
4.	Not a Member or Proxy or Authorised Representative	-	-
5.	Vote already Casted	-	-
TOTAL		-	-

Thanking you,

Yours faithfully,

FOR M/S RNSJ & ASSOCIATES
CHARTERED ACCOUNTANTS



SIMMY JUNEJA
PARTNER
MEM. NO. : 146290
F.R. NO: 138936W



Place : Mumbai

Date: 26th September, 2014



**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL
MEGH MAYUR INFRA LIMITED**

To,
Shri Mitul Shah

The Chairman of 33rd Annual General Meeting of Megh Mayur Infra Limited (Previously known as Poddar Infrastructure Limited and there before known as Transoceanic Property Limited) held on Friday, the 26th September, 2014 at 11.00 a.m. at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092 .

SUB: - Passing of Resolution through E-voting and Poll conducted at the Annual General Meeting (AGM) of Megh Mayur Infra Limited held on 26th September, 2014.

Dear Sir,

I, Simmy Juneja , partner, RNSJ & Associates, Chartered Accountants hereby submit combined Scrutinizer Report on E-voting and Poll conducted at the AGM of Megh Mayur Infra Ltd. held on 26th September, 2014.

The Board of Directors of the Company in their meeting held on July 23, 2014 have appointed me as the scrutinizer for the e-voting held between September 20, 2014 to September 22, 2014. The Chairman of the AGM has also appointed me as the Scrutinizer for the Poll held at AGM of the Company on September 26, 2014.

The Company has appointed M/s Central Depository Services Limited as the Service Provider for providing the facility of electronic voting to the shareholders of the Company on designated website <https://www.evotingindia.com>. The e-voting results were unblocked on Tuesday 23rd September, 2014 in the presence of 2 (two) witnesses, who are not in the employment of the Company.

The Management of the Company is responsible for the compliance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes casted in favour or against for respective Resolution based on the reports generated from the E-voting system provided by the Central Depository Services(India) Ltd (CDSL), the Authorised Agency to provide e-voting by the Company and on the basis of the records of the ballots polls verified by me.



I have issued separate Scrutinizer's Report dated 23rd September, 2014 on the e-voting and dated 26th September, 2014 on the poll on the resolutions contained in the Notice to the AGM. As requested by management, I submit herewith my combined report on the results of e-voting together with that of Poll as under

- (a) Ordinary Resolution: Passed Unanimously
 (b) **Item No 1:** To receive, consider and adopt the Financial Statements and the Reports of the Board of Directors and Auditors thereon for the Financial Year ended on 31st March, 2014.

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5476800	100	--	--	--

- (a) Ordinary Resolution: Passed Unanimously
 (b) **Item No 2:** To appoint Director in place of Shri Rajendra Shah (DIN 01765634) who retires by rotation and being eligible, offers himself for re-appointment

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5476800	100	--	--	--

- (a) Ordinary Resolution: Passed Unanimously
 (b) **Item No 3:** Appointment of the Statutory Auditors M/s. Rasesh Shah & Associates, Chartered Accountants, to hold office for a period of three years from the conclusion of this 33rd Annual General Meeting till the conclusion of the 36th Annual General Meeting (subject to ratification by the shareholders at every Annual General Meeting), on remuneration and other expenses to be fixed by the Managing Director of the Company.

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5476800	100	--	--	--



(a) Special Resolution: Passed Unanimously

(b) Item No 4: Alteration of Articles of Association by insertion of new Article No. 21A of the Articles of Association of the Company

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5467800	100	--	--	--

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 5: Re-appointment of Mr Mitul Shah as the Managing Director of the Company.

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5467800	100	--	--	--

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 6: Continuation of Mr Jayant Pandya as an Independent Director of the Company

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5467800	100	--	--	--

(a) Ordinary Resolution: Passed Unanimously

(b) Item No 7: Continuation of Ms Komal Savaliya as an Independent Director of the Company

Voting Method	Votes in Favour		Votes in against		Invalid Votes
	Nos.	%	Nos.	%	Nos.
E-voting	974400	100	--	--	--
Poll	4502400	100	--	--	--
Total	5467800	100	--	--	--



Agenda Item No. 1 to 7 of the Notice of Annual General Meeting stands passed under E-voting as well as poll Unanimously.

I hereby confirm that I am maintaining the Registers from the Service Provider both electronically and physically, in respect of vote casted through e-voting and poll electronically and physically, in respect of the votes casted through e-voting and poll by shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to Mr. Mitul Shah, Chairman, authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

FOR M/S RNSJ & ASSOCIATES
CHARTERED ACCOUNTANTS



SIMMY JUNEJA
PARTNER
MEM. NO. : 146290
F.R. NO: 138936W

