

Dear Shareholder(s),

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Shareholders of Arvind Infrastructure Limited will be held on Thursday, 21 April, 2016 at 10:00 A.M. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad- 380 006 to transact the following special businesses:

1. PREFERENTIAL ISSUE OF WARRANTS TO BE CONVERTED INTO EQUITY SHARES:

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

"**RESOLVED THAT** in accordance with the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including any amendments, statutory modification(s) or re-enactment thereof for the time being in force, regulations for Preferential Issue contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any amendments, statutory modification(s) or re-enactment thereof ("SEBI ICDR Regulations") & Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 including any amendments, statutory modification(s) or reenactment thereof, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the provisions of the Foreign Exchange Management Act, 1999, as amended and any such statutes, clarifications, the rules, regulations, circulars, notifications, as may be applicable, as amended from time to time, issued by Government of India ("GoI"), the Reserve Bank of India ("RBI"), the Stock Exchanges, the Securities and Exchange Board of India ("SEBI") including the SEBI ICDR Regulations and other applicable laws, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, and any other appropriate authority, as may be applicable and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association and subject to all other statutory and regulatory approval(s), consent(s), permission(s) and/or sanction(s) of the GoI, RBI, SEBI, Stock Exchanges or any other relevant statutory/ governmental authorities (hereinafter singly or collectively referred to as the 'Appropriate Authorities') as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (the "Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution which the Board be and is hereby authorised to accept) if it thinks fit in the interest of the Company, the consent of the Members be and is hereby accorded to the Board and the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 53,70,000 warrants to Aura Securities Private Limited, an unlisted promoter entity; upto 88,000 warrants to Amardeep Holdings Private Limited, an unlisted promoter group entity and upto 2,92,000 warrants to Aagam Holdings Private Limited, an unlisted promoter group entity by way of preferential issue, aggregating to 57,50,000 warrants ("Warrants") at Rs. 88.00 (Rupees Eighty Eight only) per Warrant for an aggregate consideration of upto Rs. 50,60,00,000 (Rupees Fifty Crores Sixty Lakhs only) and entitling the Warrant holder(s) to convert the Warrants into equivalent numbers of Equity Shares in one or more tranches within eighteen months from the date of allotment of Warrants in accordance with provisions of Chapter VII of the SEBI ICDR Regulations or subject to other applicable laws and regulations as may be prevailing at the time of allotment of Warrants / conversion of Warrants into Equity Shares ("Preferential Issue");

RESOLVED FURTHER THAT the allotment of Warrants pursuant to the Preferential Issue as referred to above shall be completed within 15 days from the date of passing of this Resolution or such other time as may be permitted under the SEBI ICDR Regulations from time to time;

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of SEBI ICDR Regulations for Preferential Issue, the "Relevant Date" for the purpose of calculating the price of Equity Shares to be allotted on conversion of Warrants as per the terms hereof shall be March 22, 2016, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on April 21, 2016;

RESOLVED FURTHER THAT on conversion of the Warrants, each Warrant holder will be entitled to receive one Equity Share against one Warrant held.

RESOLVED FURTHER THAT price determined for Preferential Issue shall be subject to appropriate adjustments as per the provisions of Chapter VII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the resultant Equity Shares to be issued and allotted upon conversion of Warrants in accordance with the term of the Preferential Issue shall rank pari-passu with the existing Equity Shares of the Company in all respects, including payment of dividend and be listed on the Stock Exchanges, where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- i) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- ii) An amount equivalent to at least twenty five per cent. of the consideration determined in terms of Regulation 76 of SEBI ICDR Regulations shall be paid against each Warrant on the date of allotment of Warrants and the balance seventy five per cent. of the consideration shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant by the Warrant holder.
- iii) In case, the Warrant holder(s) does/do not exercise the option to take equity shares against any of the Warrants held by it within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the consideration paid in respect of such Warrant in terms of (ii) above shall be forfeited by the Company.
- iv) The Warrants issued and allotted will be transferable within the Promoter and Promoter Group subject to the provisions of the SEBI ICDR Regulations and subject to receipt of such other approvals as may be necessary.
- v) The Equity Shares allotted pursuant to conversion of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to preferential issues.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment of aforesaid Warrants issued and conversion thereof in to Equity Shares of the said Warrants and listing thereof with the Stock Exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer, and

allotment of any of the said Warrants issued & conversion thereof in to Equity Shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authorities of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

2. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"**RESOLVED THAT** pursuant to Section 13 and Section 61 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, and the Rules made there under, the authorized share capital of the Company be and is hereby increased from Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 2,70,00,000 (Two Crore Seventy Lacs) equity shares of Rs. 10/- each (Rupees Ten only) to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lacs) equity shares of Rs.10/- each (Rupees Ten only) and consequently the existing Clause V of the Memorandum of Association of the company be and is hereby altered by substituting in its place and instead thereof, the following as new Clause V:

"The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided in to 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs. 10/- each (Rupees Ten only). The Company shall have the power to increase or reduce its capital from time to time for such amount as the Company may determine subject to compliance with applicable laws."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to take all such necessary steps / actions as may be deemed expedient to give effect to this resolution including signing of all such necessary documents as may be required in this regard."

By Order of the Board of Directors

Sd/-

Prakash Makwana

(Company Secretary)

Place: Ahmedabad

Date: March 21, 2016

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set above to be transacted at the Meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than Forty Eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/authority, as applicable.
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar and Transfer Agents, Sharepro Services (India) Private Limited or to their depository participants in case shares are held in depository form, so as to enable us to dispatch the future communications at the correct addresses.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Sharepro Services (India) Private Limited for their doing the needful.
7. **To support the 'Green Initiative', the Members who have not registered their e-mail addresses are hereby requested to register the same with Registrars/ Depositories 'and to enable us to send the communications/ information / Annual Reports to the shareholders thus making the process much faster.** In order to receive copies of Notice of Extraordinary General Meeting and other communication through e-mail, members are requested to register their e-mail addresses with the Company by sending an e-mail to sharepro.ahmedabad@shareproservices.com or investor@arvindinfra.com.
8. All documents referred to in the notice are open for inspection at the registered office of company during the working days and office working hours.
9. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting along with identity Proof.
10. The Notice of the Extraordinary General Meeting is being sent through electronic mode whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
11. In future, electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
12. For further details, please visit Company's website www.arvindinfra.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned under each item of the accompanying Notice dated March 21, 2016. The Board of Directors at its meeting held on March 21, 2016 has approved the resolution.

Item No. 1

Preferential Issue of Warrants to be converted in to Equity Shares:

Your Company is primarily focused on real estate development and has grown its project portfolio rapidly over the last few years. As a part of growth strategy and to augment the long term resources and meet near term working capital requirements and to increase net worth of the Company, it is proposed to make an issue of upto 53,70,000 warrants to Aura Securities Private Limited, an unlisted promoter entity; upto 88,000 warrants to Amardeep Holdings Private Limited, an unlisted promoter group entity and upto 2,92,000 warrants to Aagam Holdings Private

Limited, an unlisted promoter group entity by way of preferential issue, aggregating to 57,50,000 warrants ("Warrants") at Rs. 88.00 (Rupees Eighty Eight only) per Warrant for an aggregate consideration of upto Rs. 50,60,00,000 (Rupees Fifty Crores Sixty Lakhs only) and entitling the Warrant holder(s) to convert the Warrants into equivalent numbers of Equity Shares in one or more tranches in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI ICDR Regulations").

The Equity Shares of the Company are traded on both BSE Limited and the National Stock Exchange of India Limited. The highest trading volume in respect of the Equity Shares of the Company has been recorded during the preceding twenty six weeks prior to the Relevant Date on the National Stock Exchange of India Limited.

The minimum price as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Warrants to be converted into Equity Shares is Rs. 83.86 (Rupees Eighty Three and Eighty Six Paise only), being not less than higher of the following:

(a) Rs. 83.86 (Rupees Eighty Three and Eighty Six Paise only) as average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the twenty six weeks preceding the Relevant Date;

OR

(b) Rs. 80.94 (Rupees Eighty and Ninety Four Paise only) as the average of the weekly high and low of the volume weighted average price of the Equity Shares quoted on the National Stock Exchange of India Limited during the two weeks preceding the Relevant Date.

However, your Board proposes to issue the Warrants to be converted in to Equity Shares at a Price of Rs. 88.00 (Rupees Eighty Eight only) per Warrant.

The Relevant Date for the pricing of the Equity Shares to be issued on conversion of Warrants pursuant to the aforesaid preferential allotment is March 22, 2016 i.e. 30 days prior to the date of Extraordinary General Meeting being April 21, 2016.

As per Regulation 78(6) of SEBI ICDR Regulation, the entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the Relevant Date upto a period of six months from the date of trading approval.

The Warrants issued pursuant to the Preferential Issue and Equity Shares issued upon conversion of Warrants shall be subject to lock-in and transfer restrictions as per the SEBI ICDR Regulations.

The other disclosures in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

a) Objects of the preferential issue:

The Company is primarily focused on real estate development and has grown its project portfolio rapidly over the last few years. With the current slowdown in the real estate sector and with a number of projects in early stages of development, the Company requires additional capital to ensure the pace of development is maintained.

Thus, to augment the long term resources and meet near term working capital requirements and to increase net worth of the Company, it is proposed to make an issue of Warrants convertible into equity shares of the Company to one of the promoters and two of the promoter group entities of the Company on a preferential basis.

Given the above background, Aura Securities Private Limited, an unlisted promoter entity; Amardeep Holdings Private Limited, an unlisted promoter group entity and Aagam Holdings Private Limited, an unlisted promoter group entity have agreed to infuse funds in the Company by way of subscription up to an aggregate of 57,50,000 Warrants convertible into equivalent number of equity shares at a price of Rs. 88.00 (Rupees Eighty Eight only), which is higher than the price determined as per the pricing formula prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, wherein atleast 25% of the aforementioned consideration shall be paid against each Warrant on the date of allotment of Warrants and the balance 75% of the consideration shall be paid at the time of allotment of equity shares pursuant to exercise of option against each such Warrant by the Warrant holder.

Pursuant to the above, the Company would be able to raise required funds for its immediate requirements in a timely and efficient manner; and would also be able to manage its leverage at prudent levels.

b) Proposal of Promoters / Directors / Key Management Personnel of Company to subscribe to the Preferential Issue:

Letter of Intent to subscribe to the preferential Warrants have been received from Aura Securities Private Limited, an unlisted promoter entity; Amardeep Holdings Private Limited, an unlisted promoter group entity and Aagam Holdings Private Limited, an unlisted promoter group entity; to subscribe to up to 53,70,000 Warrants; 88,000 Warrants and 2,92,000 Warrants respectively at Rs. 88.00 (Rupees Eighty Eight only) per Warrant for an aggregate consideration of up to Rs. 50,60,00,000 (Rupees Fifty Crores Sixty Lakhs only).

Other than as stated above, no other Promoters and/or Promoter Group and none of the Directors, Key Managerial Personnel of the Company intend to subscribe to the Preferential Issue.

c) Shareholding Pattern before and after the preferential issue:

The shareholding pattern as on March 18, 2016 and post-Preferential Issue shareholding assuming full conversion of Warrants in to Equity Shares to be issued to the promoter entity & the promoter group entities is given below:

	Category of Shareholder(s)	Pre-issue holding		Post-issue holding	
		Total Number of shares	%	Total Number of shares	%
(A)	Shareholding of Promoter and Promoter Group	12231724	47.37	17981724	56.95
(B)	Public Shareholding				
(B)(1)	Institutions				
	Mutual Funds	163352	0.63	163352	0.52
	Venture Capital Funds	0	0.00	0	0.00
	Alternate Investment Funds	0	0.00	0	0.00
	Foreign Venture Capital Investors	111	0.00	111	0.00
	Foreign Portfolio Investors	1991366	7.71	1991366	6.31
	Financial Institutions / Banks	978	0.00	978	0.00
	Insurance Companies	1559296	6.04	1559296	4.94
	Provident Funds/Pension Funds	0	0.00	0	0.00
	Any Other (Specify)				

	Category of Shareholder(s)	Pre-issue holding		Post-issue holding	
		Total Number of shares	%	Total Number of shares	%
	Foreign Institutional Investors	405767	1.57	405767	1.29
	Sub Total (B)(1)	4120870	15.96	4120870	13.05
(B)(2)	Central Government/ State Government(s)/President of India	50	0.00	50	0.00
	Sub Total (B)(2)	50	0.00	50	0.00
(B)(3)	Non - Institutions				
	Individuals				
	i) Individual Shareholders holding nominal share capital up to Rs. 2 Lakhs.	5221815	20.22	5221815	16.54
	ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 Lakhs.	2238388	8.67	2238388	7.09
	NBFCs registered with RBI	0	0.00	0	0.00
	Employee Trust	0	0.00	0	0.00
	Overseas Depositories (holding DRs) (balancing Figure)	0	0.00	0	0.00
	Any Other (Specify)				
	Non Resident Repatriates	366990	1.42	366990	1.16
	Non Resident Non Repatriates	35597	0.14	35597	0.11
	Others	30414	0.12	30414	0.10
	Bodies Corporate	1578459	6.11	1578459	5.00
	Sub Total (B)(3)	9471663	36.68	9471663	30.00
	TOTAL Public Shareholding (B) = B(1)+(B)(2) + (B)(3)	13592583	52.63	13592583	43.05
	TOTAL (A)+(B)	25824307	100.00	31574307	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0.00	0	0.00
	Grand Total (A)+(B)+(C)	25824307	100.00	31574307	100.00

Notes:

The aforesaid Shareholding Pattern is based on the following assumptions:

- The above table has been prepared on the basis of shareholding pattern as on March 18, 2016.
- The promoter entity and promoter group entities who are proposed to be allotted Warrants would exercise option attached to all the Warrants covered under the resolution referred to in Item No.1 of the Notice. It further assumes that the post-issue shareholding of all the other shareholders will remain the same.

d) Proposed time within which allotment shall be completed:

As required under the SEBI ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval or such other time as may be permitted under the SEBI ICDR Regulations.

e) Identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of the Proposed Allottee	Category	Pre -Preferential Issue Shareholding (%)	Maximum No. of Warrants proposed to be allotted	No. of Equity Shares to be allotted after conversion of Warrants	Post-Preferential Issue Shareholding assuming full conversion of Warrants in to Equity Shares (%)	Identity of the natural persons who are the ultimate beneficial owners and/or who ultimately control the proposed Allottees
1	Aura Securities Private Limited (ASPL)	Promoter	40.82%	53,70,000	53,70,000	50.40%	<p>Members of ASPL:</p> <ol style="list-style-type: none"> Sanjaybhai Shrenikbhai Lalbhai Jayshreeben Sanjaybhai Lalbhai and Punit Sanjaybhai Lalbhai Sanjaybhai Shrenikbhai Lalbhai, Jayshreeben Sanjaybhai Lalbhai (As Trustees of Sanjay Family Trust) <p>Sanjay Family Trust:</p> <p>Trustees:</p> <ul style="list-style-type: none"> Sanjaybhai Shrenikbhai Lalbhai, Jayshreeben Sanjaybhai Lalbhai <p>Beneficiaries:</p> <ul style="list-style-type: none"> Sanjaybhai Shrenikbhai Lalbhai, Jayshreeben Sanjaybhai Lalbhai,

Sr. No.	Name of the Proposed Allottee	Category	Pre -Preferential Issue Shareholding (%)	Maximum No. of Warrants proposed to be allotted	No. of Equity Shares to be allotted after conversion of Warrants	Post-Preferential Issue Shareholding assuming full conversion of Warrants in to Equity Shares (%)	Identity of the natural persons who are the ultimate beneficial owners and/or who ultimately control the proposed Allottees
							Punit Sanjaybhai Lalbhai, Poorva Punit Lalbhai, Kulin Sanjaybhai Lalbhai, Jaina Kulin Lalbhai and Sanjay Shrenikbhai HUF Sanjay Shrenikbhai HUF Beneficiaries: <ul style="list-style-type: none"> Sanjay Shrenikbhai Lalbhai, Jayshreeben Sanjaybhai Lalbhai, Punit Sanjaybhai Lalbhai and Kulin Sanjaybhai Lalbhai.
2	Amardeep Holdings Private Limited	Promoter Group	0.04%	88,000	88,000	0.31%	Members of Amardeep Holdings Private Limited: 1. Samvegbbhai Arvindbhai Lalbhai 2. Arvind Lalbhai Family Trust Trustees: <ul style="list-style-type: none"> Anamikaben Samvegbbhai Lalbhai, Samvegbbhai Arvindbhai Lalbhai and Sanjaybhai Shrenikbhai Lalbhai Beneficiaries: <ul style="list-style-type: none"> Samvegbbhai Arvindbhai Lalbhai, Anamikaben Samvegbbhai Lalbhai, Saumya Samvegbbhai Lalbhai and Snehal Samvegbbhai Lalbhai
3	Aagam Holdings Private Limited (AHPL)	Promoter Group	0.73%	2,92,000	2,92,000	1.52%	Member of AHPL : 1. Vimlaben S Lalbhai, 2. Sunil Siddharth Lalbhai, 3. Swati S Lalbhai, 4. Taral S Lalbhai, 5. Asthaben S Lalbhai, 6. Nishthaben S. Lalbhai 7. Sunil S. Lalbhai HUF Karta: Sunil Siddharth Lalbhai Beneficiaries: Sunil Siddharth Lalbhai, Aashtha Sunil Lalbhai and Nishtha Sunil Lalbhai 8. Vimla Siddharth Trust: Trustees and Beneficiaries: Sunil Siddharth Lalbhai, Swati S. Lalbhai, Taral S. Lalbhai and Vimlaben S. Lalbhai 9. Akhshita Holdings Pvt. Ltd. Individual Member : Swati S. Lalbhai Corporate Member Aagam Holdings Pvt. Ltd. Beneficiaries : All the beneficiaries of AHPL as mentioned in 1 to 8 above and 10 below are beneficiaries of Akhshita Holdings Pvt. Ltd. 10. Adhinami Investments Pvt. Ltd. Individual Member : Swati S. Lalbhai Corporate Member : Aagam Holdings Pvt. Ltd. Beneficiaries : All the beneficiaries of AHPL as mentioned in 1 to 9 above are beneficiaries of Adhinami Investments Pvt. Ltd.

f) **Change in control, if any, in the Company consequent to the Preferential Issue:**

Aura Securities Private Limited is an unlisted promoter entity, Amardeep Holdings Private Limited and Aagam Holdings Private Limited are unlisted promoter group entities, are Promoter and members of the Promoter Group of the Company. The existing Promoters and Promoter Group of the Company will continue to remain in control of the Company and there will be no change in the control or management of the Company consequent to the said Preferential Issue, except a corresponding change in shareholding pattern as well as voting rights.

g) Undertaking for re-computation of Price and lock-in:

The Company undertakes that it shall re-compute the price of the Warrants issued upon exercise of option attached thereto in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the allottee.

h) Sale / Transfer of Equity Shares:

The proposed allottees have confirmed to the Company that they have not sold / transferred any Equity Shares of the Company during the period of six months prior to the Relevant Date.

i) Certificate from Statutory Auditors:

A copy of the certificate of Statutory Auditor of the Company certifying that the above preferential issue of warrants, being made in accordance with the requirements of SEBI ICDR Regulations, shall be placed before the Extra Ordinary General Meeting of the shareholders and will also be open for inspection by the Members.

j) Lock -in:

The Warrants and the Equity Shares allotted pursuant to exercise of entitlement attached to Warrants shall be subject to 'Lock-in' as per SEBI ICDR Regulations. Such Locked in Equity Shares may however be transferred among promoters or promoter group or to a new promoter or persons in control of the Company, provided that lock-in on such Equity Shares shall continue for the remaining period with the transferee.

k) Nature of concern or interest of Directors / Manager / Key Managerial Personnel and their relatives or Promoters:

Name of Allottee	Interested Persons	Interest in Company	Extent of Interest (No. of Shares held and % Shareholding of Interested Persons in Allottee)	Nature of Interest of Interested Persons in Allottee
Aura Securities Private Limited (ASPL)	Sanjaybhai Shrenikbhai Lalbhai	Director of the Company	43385066 (45.09%)	Member in ASPL and beneficiary of Sanjay Family Trust
	Kulin Sanjaybhai Lalbhai	Director of the Company	NIL (0.00%)	Beneficiary of Sanjay Family Trust
	Punit Sanjaybhai Lalbhai	Promoter of the Company	26 (0.00%)	Member in ASPL and beneficiary of Sanjay Family Trust
	Jayshreeben Sanjaybhai Lalbhai	Promoter of the Company	11944 (0.01%)	Member in ASPL and beneficiary of Sanjay Family Trust
	Sanjaybhai Shrenikbhai Lalbhai & Jayshreeben Sanjaybhai Lalbhai	Promoter of the Company	52824844 (54.90%)	Member in ASPL as Trustee of Sanjay Family Trust
Amardeep Holdings Private Limited	Anamikaben Samvegbhai Lalbhai, Samvegbhai Arvindbhai Lalbhai, Sanjaybhai Shrenikbhai Lalbhai (Joint Holders & Trustees of Arvind Lalbhai Family Trust)	Member of Promoter Group of the Company and Relative of Director & Promoters	05 (50.00%)	Members in Amardeep Holdings Private Limited and Trustees of Arvind Lalbhai Family Trust
	Samvegbhai Arvindbhai Lalbhai	Member of Promoter Group of the Company	05 (50.00%)	Member in Amardeep in Holdings Private Limited individual capacity
Aagam Holdings Private Limited (AHPL)	Vimlaben S Lalbhai	Member of Promoter Group of the Company and Relative of Director & Promoters	891 (1.48%)	Member in AHPL as individual capacity
	Vimlaben S Lalbhai	Member of Promoter Group of the Company and Relative of Director & Promoters	4288 (7.48%)	Member in AHPL as Trustee of Vimla Siddharth Trust
	Sunil Siddharth Lalbhai	Member of Promoter Group of the Company and Relative of Director & Promoters	31078 (51.77%)	Member in AHPL as individual capacity
	Swati S Lalbhai	Member of Promoter Group of the Company and Relative of Director & Promoters	12153 (20.24%)	Member in AHPL as individual capacity
	Taral S Lalbhai	Member of Promoter Group of the Company and Relative of Director & Promoters	6329 (10.54%)	Member in AHPL as individual capacity
	Asthaben S Lalbhai	Relative of promoters	1881 (3.13%)	Member in AHPL as individual capacity
	Nishthaben S Lalbhai	Relative of promoters	1412 (2.36%)	Member in AHPL as individual capacity
	Sunil S Lalbhai	Relative of promoters and Director of the Company	20 (0.03%)	Member in AHPL as Karta of HUF
	Akshita Holdings Private Limited through its members Swati S Lalbhai and Aagam Holdings Private Limited	Relative of promoters and Director of the Company	1870 (3.11%)	Member in AHPL
	Adhinami Holdings Private Limited through its members Swati S Lalbhai and Aagam Holdings Private Limited	Relative of promoters and Director of the Company	120 (0.20%)	Member in AHPL

Except as mentioned hereinabove, none of the other Directors, managers and/or other Key Managerial person(s) of the Company and/or their relatives and/or other Promoters have any concern or interest, financial or otherwise, in the aforesaid special resolution.

As it is proposed to issue and allot the aforesaid Warrants on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013, other applicable provisions of Companies Act, 2013 and in terms of the provisions of the SEBI ICDR Regulations and the listing agreements entered into by the Company with the stock exchanges, where the Company's equity shares are listed.

Your directors recommend the above **Special Resolution** for your approval.

Item No 2

The present authorized share capital of the company is Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only) divided into 2,70,00,000 (Two Crore Seventy Lacs) equity shares of Rs. 10/- each (Rupees Ten only) . The company is proposing to issue Warrants to be converted in to Equivalent No. of Equity Shares to one of the promoters and two of the promoter group entities on preferential basis. Considering the same, the Board has approved, subject to the shareholders' approval, an increase in the authorized share capital to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 (Three Crores Fifty Lacs) equity shares of Rs.10/- each (Rupees Ten only) pursuant to the provisions of Sections 13 and 61 of the Companies Act, 2013, an increase in authorized share capital and consequent amendments in the capital clause of the Memorandum of Association of the company requires approval of the members.

A copy of the Memorandum of Association shall be placed before the Extra Ordinary General Meeting of the shareholders.

Except as Promoter and Promoter Group subscribing to the preferential issue, none of the other Directors and/or other Key Managerial person(s) of the Company and/or their relatives have any concern or interest, financial or otherwise, in the aforesaid ordinary resolution.

Approval of the members is, therefore, sought in terms of the said sections.

Your directors recommend the above **Ordinary Resolution** for your approval.

By Order of the Board of Directors
Sd/
Prakash Makwana
(Company Secretary)

Place: Ahmedabad

Date: March 21, 2016

Route Map



Form No.MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	U45201GJ2008PLC055771
Name of the Company	Arvind Infrastructure Limited
Registered Office	24, Government Servant's Society, Near Municipal Market, Off. C.G. Road, Navrangpura, Ahmedabad - 380009

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No /Client ID	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

Name :	
Address:	
E-mail Id:	Signature

OR FAILING HIM;

Name :	
Address:	
E-mail Id:	Signature

OR FAILING HIM,

Name :	
Address:	
E-mail Id:	Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extraordinary General Meeting of the Company to be held at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad- 380 006 on Thursday, April 21, 2016 at 10:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1	Preferential Issue of Warrants to be converted in to Equity Shares		
2	Increase in Authorised Share Capital of the Company.		

Signed this _____ day of _____ 2016.

Affix a
15 paise
Stamp

Signature of shareholder: _____ Signature of Proxy holder(s) _____

Notes:

- I. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- II. The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company/depository participant.
- III. A Proxy need not be a Member.
- IV. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) percent of the total share capital of the company carrying voting rights.
- V. A member holding more than 10 (Ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

ARVIND INFRASTRUCTURE LIMITED

Registered Office: 24, Government Servant's Society, Near Municipal Market, Off. C.G. Road, Navrangpura, Ahmedabad-380009
Phone No. : 079-30137000 Fax No.: 079-30137021 CIN – U45201GJ2008PLC055771 Website: www.arvindinfra.com

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company being held on Thursday, April 21, 2016 at 10:00 a.m. at the Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad- 380 006

Name of the Member / Proxy (In Block Letters)			
Regd. Folio No.		No. of Shares held:	
DP ID:		Client ID:	

Signature of the Shareholder/ Proxy/
Authorized Representative Present

Note:

1. Shareholders / Proxy holders wishing to attend the meeting must bring the Attendance Slip, duly filled in and signed and hand it over at the time of entrance into the Meeting Hall and bring the copy of Notice at the meeting for reference.

The instruction for voting through electronic means are given below.

VOTING THROUGH ELECTRONICS MEANS

- I. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of attending physical Extra-ordinary General Meeting (EGM). The company has engaged the service of NSDL for the purpose of providing e-voting facility to all its Members.
- II. The facility for voting through polling paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper.
NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Polling Paper"
- III. The members who have cast their vote by remote e-voting prior to the EGM, may also attend the EGM, but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 18th April, 2016 (9:00 am) and ends on 20th April, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th April, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Members are requested to follow the below instructions to cast their vote through e-voting:

1. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "**ALL remote e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial Password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the Password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-voting Event Number) of "Arvind Infrastructure Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hitesh@cshiteshbuch.com with a copy marked to evoting@nsdl.co.in
2. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :
 - (i) Initial password is provided as below/at the front of this letter:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'downloads' section of www.evoting.nsdl.com or call on **toll free no.: 1800-222-990**.
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password/PIN for casting your vote.
5. 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).
6. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th April, 2016.
7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th April, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in and sharepro.ahmedabad@shareproservices.com.
8. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following **toll free no.: 1800-222-990**.
9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 14th April, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
10. CS Hitesh Buch, Practicing Company Secretary (Membership No. FCS 3145) has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
11. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
12. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
13. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.arvindinfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and the BSE Limited, Mumbai.