



**Afcons Infrastructure Limited**

Registered Office: "AFCONS HOUSE" 16, Shah Industrial Estate,  
Veera Desai Road, Azadnagar P.O., Andheri (West), Mumbai-400053  
CIN-U45200MH1976PLC019335, Web Site: [www.afcons.com](http://www.afcons.com)  
e-mail [ID-rajendran@afcons.com](mailto:ID-rajendran@afcons.com) Tel: (+9122) 6719 1000; Fax: (+9122) 2673 0047

**NOTICE OF POSTAL BALLOT**

(pursuant to provisions of section 110 of the companies act, 2013)

To

The Members,

Notice is hereby given to the Members of Afcons Infrastructure Limited ("**the Company**") pursuant to Section 110 of the Companies Act, 2013 ("**Act**") (which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereto) for seeking consent of the Members of the Company by passing resolution by way of Postal Ballot for the following special business:

**SPECIAL BUSINESS**

**Appointment of Mr. Pradip Narotam Kapadia as an Independent Director of the Company.**

To consider and if thought fit, to give assent or descent for the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provision of the Section 149, 152 and other applicable provision 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) read with Schedule IV of the Companies Act, 2013, Mr. Pradip Narotam Kapadia (DIN- 00078673) who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and who is eligible for appointment and, in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying its intention to propose his candidature



for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of the Forty-Third Annual General Meeting of the Company to be held in the calendar year 2019.”

#### NOTES

1. Voting period commences from 9.30 a.m. on 23<sup>rd</sup> February, 2015 and ends on close of working hours at 5.45 p.m. on 24<sup>th</sup> March, 2015.
2. The Explanatory Statement for the proposed Special Business mentioned above pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 setting out material facts is annexed to the Notice.
3. The Notice is being sent vide registered post or speed post or courier to all the members by speed post, courier whose names appear in the Register of Members / Record of Depositories as on 13<sup>th</sup> February, 2015.
4. The members whose names appear in the Register of Members / Record of Depositories as on 13<sup>th</sup> February, 2015 will be considered for voting.
5. The resolution assented by the requisite majority of members through Postal Ballot is deemed to have been passed as if the same has been passed in the General Meeting of the members. The date of declaration of results of the Postal Ballot will be taken as the date of passing of the resolutions.
6. The Scrutinizer will submit her report to the Company after completion of the Scrutiny of the Postal Ballot forms. The results of Postal Ballot will be announced on 25<sup>th</sup> March, 2015 and will also be posted on the Company's website [www.afcons.com](http://www.afcons.com).
7. The Board of Directors of the Company, at its Meeting held on 17<sup>th</sup> December, 2014, has appointed Mrs. Jigyasa Ved of M/s. Parikh Parekh & Associates, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot process in a fair



and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid business reply envelope are enclosed for use by the members.

8. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached postage prepaid business reply envelope so as to reach the Scrutinizer not later than closure of working hours at 5.45. p.m. on 24<sup>th</sup> March, 2015 to be eligible for being considered. Assent / Dissent received after 24<sup>th</sup> March, 2015 to be strictly treated as if no reply has been received from the member.
9. Members are requested to kindly mention their Folio Number / Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.

By Order of the Board of Directors  
For Afcons Infrastructure Limited

**P. R. Rajendran**  
Company Secretary

Registered Office:  
"AFCONS HOUSE"  
16, Shah Industrial Estate,  
Veera Desai Road, Azadnagar P.O.,  
Andheri (West), Mumbai-400053  
CIN-U45200MH1976PLC019335

Place: Mumbai  
Dated: 18<sup>th</sup> February, 2015



## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement as required by Section 102 of the Companies Act, 2013 and Explanation about reasons for the passing of the resolutions as required under Rule 22(1) of Companies (Management and Administration) Rules, 2014**

According to the provisions of section 149, 152, other applicable provision if any, of the Companies Act 2013, the Rules made thereunder and the circular dated 9th June, 2014 issued by Ministry of Corporate Affairs, the appointment of Independent Directors is now to be made expressly under the provisions of the aforesaid Section and rules thereunder, within a period of one year from 1<sup>st</sup> April, 2014. Therefore the Company intends to appoint Mr. Pradip Narotam Kapadia , as an Independent Director, not liable to retire by rotation, to hold office upto the conclusion of the Forty-Third Annual General Meeting of the Company to be held in the calendar year 2019.

Being eligible Mr.Pradip Narotam Kapadia offers himself for appointment. The Company has received notice in writing under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 100,000/- from a member signifying their intention to propose Mr. Pradip Narotam Kapadia as the candidate for the office of the Independent Directors of the Company.

The Company has received from Mr. Pradip Narotam Kapadia (i) consent in writing to act as director (ii) a declaration to the effect that he is not disqualified from being appointed as Director of the Company in terms of provisions of Section 164(2) of the Companies Act, 2013. (iii) a declaration to the effect that he meet the criteria of independence as provided in subsection (6) of section 149 of the Companies Act, 2013.

The Board based on recommendations of Nomination and Remuneration Committee seeks the approval of the members for the appointment of Mr. Pradip Narotam Kapadia as the Independent Director of the Company, not liable to retire by rotation, to hold office upto the conclusion of the Forty-Third Annual General Meeting of the Company to be held in the calendar year 2019, pursuant to the provision of Section 149 and other applicable provision of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. Pradip Narotam Kapadia fulfills the conditions for appointment as the Independent Directors as specified in the Companies Act, 2013 and the Rules made there under and is independent of the management.

Copy of the draft letter for appointment of Mr. Pradip Narotam Kapadia as Independent Directors would be available for inspection at the Registered Office of the Company during 9.30 a.m to 5.45 p.m. on any working day, excluding Saturday and Sunday.

The details of Mr. Pradip Narotam Kapadia have been given in the annexure attached to the Notice.



The Board of Directors of the Company in its Meeting held on 17<sup>th</sup> December, 2014 has approved the above proposal and recommends the passing of the proposed Ordinary Resolution as contained in the Notice, by members of the Company.

Directors, Key Managerial Person of the Company, Except Mr. Pradip Narotam Kapadia and his relatives may be deemed to be concerned or interested in the aforesaid resolution to the extent of directorship / shares, if any held by them in the Company / investee companies.

The Board recommends the resolution for the approval of members by way of an Ordinary Resolution.

By Order of the Board of Directors

**P. R. Rajendran**  
Company Secretary

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16, Shah Industrial Estate,  
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CIN-U45200MH1976PLC019335

Place: Mumbai  
Dated: 18<sup>th</sup> February, 2015



## ANNEXURE TO THE POSTAL BALLOT NOTICE

### Details of Mr. Pradip Narotam Kapadia

Particulars	Mr. Pradip Narotam Kapadia
Date of Birth	30.09.1951
Date of Appointment	28.11.2006
Qualification	B.A., L.L.B.
Experience in Specific Functional Area	Mr. Prdip Narotm Kapadia qualified as an advocate in 1974 and subsequently as an attorney at law of the High Court of Judicature at Bombay in 1976. Mr. Pradip Narotam Kapadia is presently a senior partner in the law firm of Vigil Juris in Mumbai. Mr. Pradip Narotam Kapadia is also a member of the Law review, Reform and Rationalization Committee of Indian Merchant's Chamber. He is Co-Chairman of the Legal Affairs Committee of the Bombay Chamber of Commerce and Industry.
Directorship held in other Companies	1.Sumangala Investments Pvt. Ltd. 2.HTA Marketing Services Pvt. Ltd. 3.C.C. Chokshi Advisors Pvt. Ltd. 4.Hindustan Thompson Associates Pvt. Ltd. 5.Gokak Textiles Ltd. 6.Navin Fluorine International Ltd. 7.Hungama Digital Service Pvt. Ltd. 8.Mafatlal Industries Ltd. 9.Social PR Outsourcing Pvt. Ltd.
Membership/ Chairmanship of Committee of other Public Co. (Includes only Audit Committee and Shareholders / Investors Grievance Committee)	1.Navin Fluorine International Limited. (Audit Committee- Member, Shareholders'/ Investors' Grievance Committee- Chairman) 2.Mafatlal Industries Limited (Shareholders'/ Investors' Grievance Committee- Chairman)
Number of Equity Shares held	NIL