

Arvind Infrastructure Limited

LALBHAI GROUP

Regd. Office: 24, Govt. Servant's Society, Near Municipal Market,
Off C.G. Road, Ahmedabad - 380009, India.
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CIN: U45201GJ2008PLC055771

ARVIND

20th May, 2016

BSE Limited
Listing Dept. / Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Ltd.
Listing Dept., Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

Scrip Code: 539301
Security ID : ARVINFRA

Symbol: ARVINFRA

Dear Sirs,

Subject: Minutes of Extra Ordinary General Meeting of the Company held on 21st April, 2016.

This is to inform you that the Extra Ordinary General Meeting of the Company was held on Thursday, 21st April, 2016 at 10:00 am. at Thakorebhai Desai Hall, Near Law Garden, Ellisbridge, Ahmedabad - 380006. We enclose herewith the Minutes of Extra Ordinary General Meeting of the Company for your records.

You are requested to take the above on record.

Thanking you,

Yours faithfully,



Prakash Makwana
Company Secretary

Encl: As above.

ARVIND INFRASTRUCTURE LIMITED

Regd. Off. : - 24, Government Servant's Society, Near Municipal Market,
Off. C.G. Road, Navrangpura, Ahmedabad - 380009

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF ARVIND INFRASTRUCTURE LIMITED HELD AT THURSDAY, THE 21ST APRIL, 2016 AT 10:00 A.M. TO 11:30 AM AT THAKOREBHAI DESAI HALL, NEAR LAW GARDEN, ELLISBRIDGE, AHMEDABAD - 380 006.

1. DIRECTORS PRESENT:

- | | |
|--------------------------|---------------------------|
| 1. Mr. Sanjay S. Lalbhai | - Chairman |
| 2. Mr. Kamal Singal | - Managing Director & CEO |
| 3. Dr. Indira J. Parikh | - Independent Director |

2. MEMBERS:

43 Members were present in person
132 Members were present through their respective proxies.
239 Members voted through e-voting process.

3. IN ATTENDANCE:

- | | |
|------------------------|--|
| 1. Mr. Mehul Shah | - Chief Financial Officer |
| 2. Mr. Prakash Makwana | - Company Secretary |
| 3. Mr. L.R. Bansal | - Business Head - Commercial and Controls |
| 4. CS Hitesh Buch | - Practicing Company Secretary - Scrutiniser |
| 5. CS N.V. Kathiria | - Practicing Company Secretary - Secretarial Auditor |

Mr. Sanjay S. Lalbhai welcomed all the shareholders to the Extra Ordinary General Meeting, on behalf of the Company.

4. CHAIRMAN OF THE MEETING

In accordance with Article 101 of Articles of Association, Mr. Sanjay S. Lalbhai, the Chairman of the Board of Directors, took the chair.

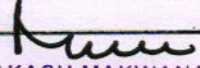
5. QUORUM

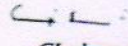
The requisite quorum being present, the Chairman called the meeting to order. The Chairman introduced the Directors present on the dais. The Chairman addressed the meeting and read out his statement.

6. NOTICE

With the permission of the members present at the meeting, the Notice of the EGM dated 21st March, 2016 sent to the members alongwith Explanatory Statement was taken as read. The Chairman informed that the Statutory Records, the Register of Members, Register of Key Managerial Personnel and Directors, and other the documents referred to in the Notice were available for inspection of the Members at the meeting.

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FOR ARVIND INFRASTRUCTURE LIMITED


PRAKASH MAKWANA
COMPANY SECRETARY


Chairman's Initials

The Chairman informed the members that in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had extended the facility of remote e-voting, to all its Members, in respect of the business to be transacted at this EGM. The procedure to exercise e-voting, has been stated in detail alongwith the Notice of EGM. The e-voting commenced on 18th April, 2016 from 9:00 AM onwards and closed at 5:00 PM on 20th April, 2016. CS Hitesh Buch, Practicing Company Secretary, was appointed as the Scrutiniser, for scrutinising the e-voting process.

The Chairman then briefly apprised the Members on the gist of resolutions proposed at the agenda items 1 & 2 of the Notice of EGM. The Chairman requested the members to raise their queries, if any, related to these agenda items, before the same were put to vote.

Mr. Mustafa, Mr. Bhavin Shah and Mr. Darshit Shah, members present at the meeting sought the details of Preferential Issue, pricing of the issue, Projects of the Company and other related matters. The Chairman and Managing Director & CEO of the Company clarified / replied to all the queries raised by the shareholders.

On their being no further questions by the members on the agenda items, the Chairman ordered the poll on the resolutions, by way of voting through ballot papers, distributed to all the members present at the meeting. CS Hitesh Buch, Practicing Company Secretary, were appointed as Scrutiniser to scrutinize the poll process with respect to the resolutions as set at the Item No. 1 & 2 of the Notice of EGM.

7. CONDUCT OF POLL:

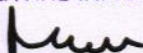
CS Hitesh Buch, Practicing Company Secretary conducted the Poll. After ensuring that all the members and proxies participating in the poll had casted their votes, the Scrutiniser closed the poll at around 11:30 a.m. The Scrutiniser then took the custody of the Ballot boxes.

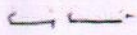
8. RESULT OF ELECTRONIC VOTING AND POLL

Result of Electronic Voting and Poll on the Special Businesses at the EGM of the Company held on Thursday, the 21st April, 2016.

On the basis of the Scrutiniser's Combined Report for the remote e-voting and poll at the EGM dated 21st April, 2016, (the summary of which is mentioned hereunder) the Company Secretary (Authorised by the Chairman to announce the results) of the Company announced the results of voting on 22nd April, 2016 that the resolutions for the Special businesses as set out in item no. 1 and 2 in the Notice of EGM have been duly passed by requisite majority.

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Resolution Nos. as given in the Notice of EGM	% of votes in favour	% of votes against
SPECIAL BUSINESS		
1. Special Resolution for Preferential Issue of Warrants to be converted into equity Shares.	99.88%	0.12%
2. Ordinary Resolution for Increase in Authorised Share Capital of the Company.	99.89%	0.11%

The combined result of e-voting and poll was notified to the Exchanges in the format prescribed by SEBI on the next day of Extra Ordinary General Meeting i.e. 22nd April, 2016. Simultaneously, details of the said results were also uploaded on website of the Company.

The meeting was then concluded with unanimous vote of thanks to the Chair.

Resolutions for the special businesses as set out in item No. 1 and 2 in the Notice of the EGM, duly approved by the members with requisite majority, have been recorded as part of the proceedings of the Extra Ordinary General Meeting of the Members held on 21st April, 2016.

9. SPECIAL BUSINESS:

Item No. 1: Special Resolution for Preferential Issue of Warrants to be converted into equity Shares.

Proposed by: Mr. Sanjay Lalbhai

Seconded by: Mr. Kirit Acharya

RESOLUTION NO. 1

"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,

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COMPANY SECRETARY**

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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");

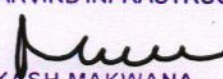
RESOLVED FURTHER THAT the allotment of Warrants pursuant to the Preferential Issue as referred to above shall be completed within 15 days from the date of passing of this Resolution or such other time as may be permitted under the SEBI ICDR Regulations from time to time;

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.

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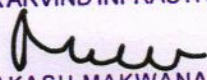
RESOLVED FURTHER THAT the resultant Equity Shares to be issued and allotted upon conversion of Warrants in accordance with the term of the Preferential Issue shall rank pari-passu with the existing Equity Shares of the Company in all respects, including payment of dividend and be listed on the Stock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

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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."

Item No. 2: Ordinary Resolution for Increase in Authorised Share Capital of the Company.

Proposed by: Mr. Jatin Popatlal Parikh

Seconded by: Mr. Sharad Shah

RESOLUTION NO. 2

"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."

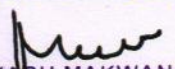
All the above resolutions, which were put to vote, were passed with requisite majority.

Place: Ahmedabad

Date: 20-05-2016


CHAIRMAN

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PRAKASH MAKWANA
COMPANY SECRETARY