

**PARAB INFRA LIMITED**

**CIN:** L45209MH1989PLC221005

**Registered Office:** 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg,  
Mulund (West), Mumbai-400080.

**Email:** pacheli.enterprises@yahoo.com **Website:** www.parabinfraltd.com

**Phone:** 022-28951030

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**NOTICE OF POSTAL BALLOT**

Dear Members,

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Resolution appended below is proposed to be passed as an Ordinary and special resolutions by way of postal ballot / electronic voting. An Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

Practically, viewing the time frame of counting thirty days from the date of dispatch of this notice, it would be advisable to mail Postal Ballot Form at the Company's registered office latest by 6<sup>th</sup> February, 2017. You are requested to carefully read the instructions printed on the accompanying Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than 5:00 p.m. IST on 6<sup>th</sup> February, 2017 to be eligible for being considered, failing which, it will be considered that no reply has been received from the Member.

The Board of Directors has appointed Mrs. Divya Momaya of D.S. Momaya & Co, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot / Electronic Voting process in a fair and transparent manner.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions in the notes to the Postal Ballot Notice.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit her report to the Chairman / Managing Director / Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before 8<sup>th</sup> February, 2017. The said results would be displayed at the Registered office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and Registrar & Share Transfer Agent and displayed along with the Scrutinizer's report on the Company's website viz. www.parabinfraltd.com and also on the website of the agency providing e-voting facility i.e. Central Depository Services Limited ("CSDL"). The date of declaration of the result of the postal ballot shall be the date on which the appended resolution would be deemed to have been passed, if approved by requisite majority. The Members are requested to consider and, if thought fit, pass the following resolution as a Special Resolution. The Resolution will be deemed to have been passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority.

**Place : Mumbai**  
**Date : 27.12.2016**

**By Order of the Board of Directors**  
**For Parab Infra Limited**

**Amrit Laxmichand Gandhi**  
**Managing Director**  
**DIN: 02870947**  
**Add: Flat No. B/35, 3<sup>rd</sup> Mahavir Apartment,**  
**Ratan Nagar, Dahisar (East),**  
**Mumbai - 400068**

## RESOLUTIONS

### **1. Appointment of Mr. Paresh P. Rathod (DIN-02760252) as an Independent Director:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and such other Rules (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable regulations, Mr. Paresh P. Rathod (DIN 02760252), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold the office for five consecutive years upto 07<sup>th</sup> February 2022.”

**“RESOLVED FURTHER THAT**, the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

### **2. Providing Loans, Guarantee, Security and making Investments under Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 186 and all other relevant provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any of its duly authorised committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 50,00,00,000/- (Rupees Fifty crore only).”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

### **3. Ratification of the acts of Board of Directors with respect to Loans and Investments by the Company in the Financial Year 2011-2012 & 2013-2014:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 180 of the Companies Act 2013 and relevant rules made thereunder, consent of the Members be and is hereby accorded to ratify the acts of the Board of Directors of the Company made in the past by investing/ lending/financing the projects of

other Companies out of the funds of Rs. 11,20,00,000/- (Rs. Eleven Crores Twenty Lacs only) raised by allotting Equity Shares on preferential basis in the financial year 2011-2012 and 2013-2014 respectively.”

**“RESOLVED FURTHER THAT** any of the Directors be and is hereby severally authorised to do all such acts, deeds and things which are necessary or incidental to give effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Parab Infra Limited**

**Place : Mumbai  
Date : 27.12.2016**

**Amrit Laxmichand Gandhi  
Managing Director  
DIN: 02870947  
Add: Flat No. B/35, 3<sup>rd</sup> Mahavir Apartment,  
Ratan Nagar, Dahisar (East),  
Mumbai - 400068**

## **ANNEXURE TO THE NOTICE**

1. An Explanatory Statement for the proposed Ordinary/Special Resolution pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from Central Depository Services (India) Limited ("CDSL") as on 30<sup>th</sup> December, 2016.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 30<sup>th</sup> December, 2016.
4. As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through electronic mail to Shareholders whose email IDs are registered with the Registrar and Share Transfer Agent and through courier.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed on the Company's website: [www.parabinfraltd.com](http://www.parabinfraltd.com).
7. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he/she may send an e-mail to [pacheli.enterprises@yahoo.com](mailto:pacheli.enterprises@yahoo.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Members.
10. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit her report to the Chairman / Managing Director / Director after the completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company duly authorized on or before 8<sup>th</sup> February, 2017 at the Registered Office of the Company and will also be displayed on the Company website viz. [www.parabinfraltd.com](http://www.parabinfraltd.com) and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
15. Voting through electronic means:

**E-voting:**

**1. Voting through electronic means:**

- (i) According to section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, e-voting is mandatory for all listed Companies or Companies having shareholders not less than one thousand.
- (ii) In compliance with the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote by electronic means for the resolutions to be passed through postal ballot and through e-Voting Services provided by Central Depository Services Limited (CDSL).
- (iii) A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 /22 of the Companies (Management and Administration) Rules, 2014.
- (iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
- (v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut off date i.e 30<sup>th</sup> December, 2016.
- (vi) A person whose name is recorded in Register of members or in the register of beneficial owners maintained by the depositories as on the cut off date i.e 30<sup>th</sup> December, 2016 only shall be entitled to avail the facility of remote e-voting.
- (v) The e-voting shall remain open from 8<sup>th</sup> January, 2017 (9.00 am IST) and ends on 6<sup>th</sup> February, 2017 (5.00 p.m. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- (viii) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (ix) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.parabinfra ltd.com](http://www.parabinfra ltd.com) and on the website of CDSL within two(2) days of passing of the Resolution through postal ballot results of which will be declared by the Chairman on 8<sup>th</sup> February, 2017 and communicated to the BSE Limited.
- (x) Vote once casted by the member cannot be changed/alterd.

## 2. The instructions for e-voting are as under:

(i) The Notice of postal ballot inter alia indicating the process and manner of e-voting process along with Postal ballot Form is being dispatched to all the members. Initial logging ID and password is provided at the bottom of the Postal Ballot Form.

<b>EVSN (E - voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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(ii) CDSL shall also be sending the User-Id and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their email address, can use the details as provided above.

(iii) Launch internet browser by typing the following URL: <https://www.evotingindia.com>

(iv) Click on "Shareholders" Tab

(v) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in Demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below: For Members holding shares in Demat Form and Physical Form

### **PAN\***

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field which is printed on Postal Ballot form or as provided in email, if Postal Ballot Notice sent through electronic mode.

### **DOB#**

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details# Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for **Parab Infra Limited**.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to **www.evotingindia.com** and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to **helpdesk.evoting@cdslindia.com**. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) The remote e-voting period commences on 8<sup>th</sup> January, 2017 (9.00 a.m. IST) and ends on 6<sup>th</sup> February, 2017 (5.00 p.m. IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the members, the members shall not be allowed to change it subsequently.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xviii) Voting rights will be reckoned on the paid-up value of shares registered in the name of the members as on 30<sup>th</sup> December, 2016 (cut off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting or voting through Postal Ballot.



**An Explanatory Statement pursuant to section 102 of the Companies Act, 2013:**

As per the requirements of Section 102(1) read with Section 110 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information to enable the shareholders to consider and approve the Ordinary and Special Resolutions.

**Item No. 1**

In furtherance to the notice received from a member proposing appointment of Mr. Paresh P Rathod, the Nomination and Remuneration Committee of the Board in its Meeting held on 12<sup>th</sup> November, 2016 and Board of Directors in its Meeting held on 27<sup>th</sup> December, 2016 has recommended the Appointment of Mr. Paresh P. Rathod (DIN-02760252) as a Director of the Company, in the capacity of Independent Director for the approval of Members of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a member along with the a deposit of Rs. 1,00,000/-proposing the candidature of Mr. Paresh P Rathod as the Independent Director of the Company for the period of five years upto 07<sup>th</sup> February 2022.

The Company has received from Mr. Paresh P. Rathod consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in DIR-8 in terms of the said rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that they meet the criteria of Independence as provided in Sub-Section (6) of Section 149 of the Act.

In the opinion of the Board Mr. Paresh P. Rathod fulfill th conditions specified in the Act and the rules made thereunder and he is Independent of the Management.

The profile of the Independent Director proposed to be appointed under the Act is as under:

Name	Mr. Paresh P. Rathod
Date of Birth	27/08/1987
Expertise in Specific Functional Area	Administration
Shareholding in any other Company	Nil
List of Directorship held in other entities	Aarya Equity (India) Private Limited
Membership/Chairmanship of Committees of other Companies	Nil
Shareholding in Parab Infra Limited	19110 (0.36%)

None of the Directors, Key Managerial Personnel and relatives of the persons mentioned are concerned or interested in the said Resolution, except Mr. Paresh P. Rathod.

The Notice proposing his candidature, Declarations by the proposed Independent Director and other relevant information is kept at the Registered office of the Company for inspection during busniess hours till 6<sup>th</sup> February, 2017.

## Item No. 2

As per the provisions of Section 186(2) of the Companies Act, 2013 ("Act"), no company shall directly or indirectly (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Where any such loan or guarantee or providing any security or acquisition exceeds the limits specified under Section 186(2) of the Act, prior approval of shareholders by means of a special resolution is to be obtained.

The Company being engaged in the business of real estate and construction, Company has growth plans in the fields of construction. To enable such investments and as a measure of achieving greater financial flexibility and to enable optimal financing structure, and in furtherance to the approval of the shareholders obtained by the company under section 186 of the Act in the Annual General Meeting held on 29<sup>th</sup> September 2015, this permission is sought pursuant to the provisions of Section 186 of the Act to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or giving guarantee or provide security in connection with such loans for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty crore only).

The Board recommend the above Resolution for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the Resolution of the accompanying Notice.

## Item No. 3

The Company has issued and allotted 40,00,000 equity shares of Rs. 10/- per share on preferential basis to the promoter and the non – promoter group of shareholders in the financial year 2011-12. Further, in the financial year 2013-14, Company has further issued and allotted 12,00,000 equity shares at face value of Rs.10/- per share and at a premium of Rs. 50/- per share on preferential basis to the promoter and the non – promoter group of shareholders. The objects of the issues were to expand the business in the Real Estate sector. The funds raised through preferential allotment of Equity shares were to be utilized in to viable real estate projects. During the course of ascertaining the viable real estate projects, Company decided to utilize the funds which were lying in the bank accounts of the Company to earn high interest rates than that of prevailing market rates by investing the funds in other Companies or by providing loan to the other Companies.

The detailed information of the funds utilized by the Company by investing in other Companies or providing loan or financing any project is given below:

Utilization of Rs. 4,00,00,000/- raised by the Company by allotting 40,00,000 equity shares at a face value of Rs.10/- per share in the financial year 2011-2012 is as follows:

Sr. No.	Projects finance by the Company	Amount (in Rs.)
1	Alag Nirman Pvt Ltd	80,00,000
2	Marathon Realty Pvt Ltd	30,00,000
3	Celebrity Projects Pvt Ltd	40,00,000
	<b>Total</b>	<b>150,00,000</b>

<b>Sr. No.</b>	<b>Loans given by the Company</b>	<b>Amount(in Rs.)</b>
1	Manba Finance Ltd	40,00,000
2	Extreme TechchemPvt Ltd	2,08,00,000
3	working capital	2,00,000
<b>Total</b>		<b>250,00,000</b>

Utilization of Rs. 7,20,00,000/- raised by the Company by allotting 12,00,000 equity shares at a face value of Rs.10/- per share and at a premium of Rs. 50/- per share in the financial year 2013-2014 is as follows:

<b>Sr. No.</b>	<b>Projects finance by the Company</b>	<b>Amount (in Rs.)</b>
1	Shree Sumatinath Enterprises LLP	2,65,00,000
2	Alag Nirman Pvt Ltd	55,00,000
3	Celebrity Projects Pvt Ltd	2,00,00,000
<b>Total</b>		<b>5,20,00,000</b>

<b>Sr. No.</b>	<b>Loans given by the Company</b>	<b>Amount (in Rs.)</b>
1	LFC Securities Pvt Ltd	35,00,000
2	Working capital requirements	30,00,000
<b>Total</b>		<b>65,00,000</b>

<b>Sr. No.</b>	<b>Investments made by the Company</b>	<b>Amount (in Rs.)</b>
1	FD No 01/130115	50,00,000
2	FD No 01/130116	50,00,000
3	FD No 01/130118	15,00,000
4	FD No 01/130119	10,00,000
5	Bank balance	10,00,000
<b>Total</b>		<b>1,35,00,000</b>

The main object of the Company is neither investing nor lending of funds and this was done in the best interest of the Company. Clause No 41 of Memorandum of Association of Company permits the Company to carry out financing operations of all kinds.

In view of the above, yours Directors recommend the proposed resolution for your approval. Relevant Documents relating to such investments are available for inspection by the shareholders during the working days between 10.00 am till 01.00 pm at the Registered Office of the Company with the due intimation to the company.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Relatives of Promoters and Directors or the entities comprising the interest of Promoters or Directors, are concerned or interested in the above resolutions financially or otherwise.

**Place : Mumbai**  
**Date : 27.12.2016**

By Order of the Board of Directors  
**For PARAB INFRA LIMITED**

**AMRIT LAXMICHAND GANDHI**  
**Managing Director**  
**DIN: 02870947**  
**Add: Flat No. B/35, 3<sup>rd</sup> Mahavir Apartment,**  
**Ratan Nagar, Dahisar (East),**  
**Mumbai - 400068**

**PARAB INFRA LIMITED**

[CIN: L45209MH1989PLC221005]

**Registered office:** 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg,  
Mulund (West), Mumbai-400080.

**Email:** pacheli.enterprises@yahoo.com **Website:** www.parabinfraltd.com

**Phone:** 022-28951030

**POSTAL BALLOT FORM**

Name and Registered Address of the Sole/first named shareholder (in block letters)	
Name(s) of the joint holder(s), If any (in block letters)	
Registered Folio no. /DP Id* & Client Id* No. (*Applicable to investors holding shares in dematerialized form)	
Number of Shares held (Equity Shares of Rs. 10/- each)	
I/we hereby exercise my/our vote in respect of the Ordinary and Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing (v) mark at the appropriate box below.	

Item No.	Descriptions	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Mr. Paresh P Rathod as an Independent Director of the Company for the period of Five consecutive years.			
2.	Authorisation to the Company to invest, providing loans or giving guarantee or provide security in connection with loans and investments for an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty crore only)			
3.	Ratification of the Acts of Board of Directors with respect to Loans and Investments by the Company in the Financial year 2011-2012 & 2013-2014.			

**Place:**

**Date:**

**(Signature of the Shareholder)**

### Electronic voting particulars

The E-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows:

<b>EVSN (E-Voting Sequence Number)</b>	<b>User ID</b>	<b>Password</b>

The E-voting facility will be available during the following voting period:

<b>Commencement of E-voting</b>	<b>End of E-voting</b>
January 08, 2017 (9.00 a.m. IST)	February 06, 2017(5.00 p.m IST)

**Notes:**

1. Please read the instructions printed below carefully before filling this Form and for E-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 6<sup>th</sup> February, 2017 till 5.00 pm IST.