



Ref: EIL/SECRETARIAL/2016-17/1164

05/10/2016

**The General Manager**

Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**The Secretary**

The National Stock Exchange of  
India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**The Secretary**

The Calcutta Stock Exchange  
Limited  
7, Lyons Range  
Kolkata-700 001

Dear Sir,

**Sub: Declaration of Voting results of Postal Ballot & E-VOTING**

With reference to the above captioned subject and further to our letter dated 5<sup>th</sup> September, 2016, we wish to inform that the Special Resolutions pursuant to Section 13 of the Companies Act, 2013 ("Act") for change in Object Clause and Section 186(3) of Act to authorise the Board of Directors to make/ give/provide loans, investments, guarantee and/or security in connection with loans, as set out in Postal Ballot Notice dated 11<sup>th</sup> August, 2016, have been passed by the members with requisite majority.

As required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, we enclose herewith the Voting Results in the prescribed format along with Report of Scrutinizer dated 5<sup>th</sup> October, 2016.

This is for your information and record.  
Thanking you

Yours truly,

For Emami Infrastructure Limited

Payel Jain

Company Secretary

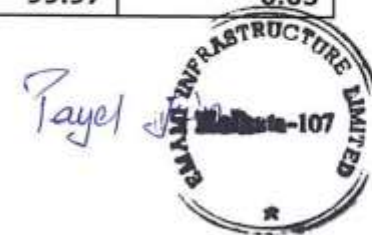
Postal Ballot & E-voting of Emami Infrastructure Limited – details of Voting Results	
Date of declaration of the results of Postal Ballot & E-voting	5 <sup>th</sup> October, 2016
Total number of shareholders on record date – (being the cut-off date for determining the shareholders entitled to vote – 28 <sup>th</sup> August, 2016)	12569
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoter and Promoter Group:	
Public:	
No. of shareholders present in the meeting through Video Conferencing:	Not applicable
Promoter and Promoter Group:	
Public:	



**AGENDA – WISE DISCLOSURE**

**Item No. 1–** Approval under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security in connection with loan, for maximum aggregate amount not exceeding Rs. 2,000 crores at any time.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$[(2)/(1)*100]$ (3)	(4)	(5)	$[(4)/(2)*100]$ (6)	$[(5)/(2)*100]$ (7)
Promoter and Promoter Group	E-Voting	141,07,511	140,92,310	99.89	140,92,310	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		140,92,310	99.89	140,92,310	-	100.00	-
Public	E-Voting	101,90,881	27,84,896	27.33	27,81,633	3,263	99.88	0.1172
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		13,625	0.13	11,592	2,033	85.08	14.92
	Total		27,98,521	27.46	27,93,225	5,296	99.81	0.19
<b>Total</b>		<b>242,98,392</b>	<b>168,90,831</b>	<b>69.51</b>	<b>168,85,535</b>	<b>5,296</b>	<b>99.97</b>	<b>0.03</b>



**Item No. 2 - Approval under Section 13 of the Companies Act, 2013 alteration of Object Clause of the Memorandum of Association of the Company**

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$\frac{(3)}{[(2)/(1)*100]}$	(4)	(5)	$(6)=[(4)/(2)*100]$	$[(5)/(2)*100]$
Promoter and Promoter Group	E-Voting	141,07,511	140,92,310	99.89	140,92,310	-	100.00	-
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		-	-	-	-	-	-
	Total		140,92,310	99.89	140,92,310	-	100.00	-
Public	E-Voting	101,90,881	27,84,896	27.33	27,81,683	3,213	99.88	0.1154
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot		9,992	0.10	7,959	2,033	79.65	20.35
	Total		27,94,888	27.43	27,89,642	5,246	99.81	0.19
<b>Total</b>		<b>242,98,392</b>	<b>168,87,198</b>	<b>69.50</b>	<b>168,81,952</b>	<b>5,246</b>	<b>99.97</b>	<b>0.03</b>





## SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

5<sup>th</sup> October, 2016

To  
The Chairman  
Emami Infrastructure Limited  
Emami Tower, 2<sup>nd</sup> Floor  
687, Anandapur, E.M. Bypass  
Kolkata-700107

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

I, Manoj Kumar Banthia, partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Emami Infrastructure Limited (the Company) at its meeting held on 11<sup>th</sup> August, 2016 for the purpose of scrutinizing the postal ballot process and voting through e-voting conducted for seeking approval of members of the Company;

- 1) to authorize the Board of Directors to make loans, investments, give guarantee or provide security beyond 60% of aggregate of paid up capital and free reserves or 100 % of its free reserves, whichever is more, upto a limit of Rs. 2000 Crores.





- 2) to alter, change and/or modify the Memorandum of Association of the Company by inserting, alter Clause III. A. 2. of the Main Objects of the Memorandum of Association of the Company  
do hereby submit my report as follows:
- (a) The notice dated 11<sup>th</sup> August, 2016 with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein was sent to the shareholders of the Company electronically by email and physically by Registered Post to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 12<sup>th</sup> August, 2016.
  - (b) The Company had dispatched the Postal Ballots, along with the Notice, the Postal Ballot forms along with postage prepaid business reply envelope by registered post and email on 3<sup>rd</sup> September, 2016. The company also provided voting through e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.
  - (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 28<sup>th</sup> August, 2016 were entitled to vote on the proposed resolution.
  - (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Sunday, 4<sup>th</sup> September, 2016 at 10:00 AM(IST) and ended on Monday, 3<sup>rd</sup> October, 2016 at 5:00 PM (IST).
  - (e) All physical ballots received up to close of Working hours i.e. 5.00 P.M on Monday, 3<sup>rd</sup> October, 2016 being the last date and time fixed by the Company for receipt of the Ballot Forms, were opened on 4<sup>th</sup> October, 2016 in my





presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Mr. Saheb Ali and Ms. Pritha Bose who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014.

- (f) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose
- (g) The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
- (h) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on the resolution were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting website of CDSL's e-voting website <https://www.evotingindia.com> in respect of voting through e-voting.
- (i) The Company in aggregate has received 50 (Fifty) Postal Ballot forms representing 13748 shares in the Company out of which 3 (Three) ballot forms were invalid consisting of 121 shares.
- (j) 83 (Eighty Three) members have cast their votes through e-voting. There was no invalid vote through e-voting.

I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.





Item no. 1 - Special Resolution - Approval under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security in connection with loan, for maximum aggregate amount not exceeding Rs. 2,000 crore at any time.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	75	16873943	45	11592	120	16885535	99.9686
Voted against the resolution	8	3263	2	2033	10	5296	0.0314
Invalid votes	Nil	Nil	3	121	3	121	N.A.

Item no. 2 - Special Resolution - Approval under Section 13 of the Companies Act, 2013 for alteration of Object Clause of the Memorandum of Association of the Company.

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	76	16873993	39	7959	115	16881952	99.9690%
Voted against the resolution	7	3213	2	2033	9	5246	0.0310%
Invalid votes	Nil	Nil	3	121	3	121	N.A.







In view of the above scrutiny, I hereby certify that the special resolutions, as aforesaid, as set out in notice dated 11<sup>th</sup> August, 2016 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company authorized by the Board to supervise the Postal Ballot process

Thanking You,  
Yours Faithfully

MKB & Associates  
Company Secretaries  
Manoj Kumar Banthia  
[Partner]  
Membership No.: 11470  
COP No.: 7596

Date: 5<sup>th</sup> October, 2016  
Place: Kolkata