



Ref: EIL/SECRETARIAL/2016-17/901

5th September, 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-700001

Dear Sir,

Sub: Intimation of Annual General Meeting of the Company, Book Closure and Remote E-voting information for 8th Annual General Meeting

Notice is hereby given that the 8th Annual General Meeting (AGM) of the Members of Emami Infrastructure Limited will be held on **Thursday, 29th September 2016, at 12.00 Noon** at Emami Tower, 687 Anandapur, E.M.Bypass, Kolkata – 700107 to transact the businesses as set out in the Notice dated 11th August, 2016 which has been sent to the members at their registered addresses.

Notice is also hereby given pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 91 of the Companies Act, 2013 that the Register of Members and Share Transfer Books of the Company will remain closed **from Friday, 23rd September, 2016 to Thursday, 29th September, 2016 (both days inclusive)** for the purpose of AGM of the Company.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members, the facility to cast their vote by electronic means on all the resolutions mentioned in the notice. The Company has fixed **22nd September, 2016 as the Cut-off date** for the purpose of determining eligibility of shareholders to cast their votes electronically/ through ballot in respect of the businesses to be transacted at the AGM.

We provide the following information as per the terms of the Listing Agreement:

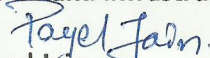
Type of the Security	Date of Book Closure	Purpose
Equity Shares	23-09-2016 to 29-09-2016	Annual General Meeting

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For **Emami Infrastructure Limited**


Payel Jain

Company Secretary



emami infrastructure limited

CIN: L45400WB2008PLC121426

Corp. Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M. Bypass, Kolkata-700 107; ☎: 033 6625 1200
Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107; ☎ : 033 6613 6264
✉ : infra@emamirealty.com; Website : www.emamirealty.com

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the Members of Emami Infrastructure Limited will be held at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata - 700 107 on Thursday, 29th September, 2016 at 12.00 Noon to transact the following businesses :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Basant Kumar Parakh (DIN: 00103176), who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the 6th Annual General Meeting held on 5th September 2014 and on recommendation of Audit Committee and Board of Directors, the appointment of M/s. S. K. Agrawal & Co., Chartered Accountants (Registration No. 306033E) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, be and is hereby ratified at a remuneration to be decided by the Board of Directors.”

SPECIAL BUSINESSES

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Debasish Bhaumik (DIN: 06933306), who was

appointed as an Additional Director of the Company under Section 161 of the Act w.e.f. 22nd July 2016 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years w.e.f. 22nd July, 2016 and whose office shall not be liable to determination by retirement of Directors by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), Mr. Rajesh Bansal (DIN 00645035), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 22nd July 2016 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules made thereunder, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Rajesh Bansal (DIN 00645035) as a Whole-time Director of the Company with effect from 22nd July, 2016 for a term expiring on 9th August, 2018, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice convening the meeting and as enumerated in the Agreement dated 22nd July, 2016, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms

& conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Act, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Act, and the Rules framed thereunder, Mr. Rajesh Bansal, Whole Time Director of the Company, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole-time Director, in accordance with the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), Mr. Sanjay Choudhary (DIN 00669470), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 22nd July 2016 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules made thereunder, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to the appointment of Mr. Sanjay Choudhary (DIN 00669470) as a Whole-time Director of the Company with effect from 22nd July, 2016 for a term expiring on 31st March 2018, on the terms and

conditions as set out in the Explanatory Statement annexed to this Notice convening the meeting and as enumerated in the Agreement dated 22nd July, 2016, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Act, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Act, and the Rules framed thereunder Mr. Sanjay Choudhary, Whole Time Director of the Company, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole-time Director, in accordance with the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

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

“**RESOLVED THAT** in partial modification of the resolution passed by the shareholders in the Annual General Meetings held on 21st September 2012, 12th August 2013 and 5th September, 2014 and pursuant to the provisions of the Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded for payment of such remuneration to Mr. Girija Kumar Choudhary

(DIN: 00821762) as a Whole Time Director & CFO of the Company as set out in the Explanatory Statement annexed to the Notice convening the meeting, and as enumerated in the Supplementary Agreement dated 22nd July, 2016, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Act, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Act, and the Rules framed thereunder Mr. Girija Kumar Choudhary, Whole Time Director & CFO of the Company, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole-time Director & CFO, in accordance with the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, 20,50,000 equity shares of Rs. 10/- each in the Authorised Share Capital of the Company, transferred on amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited (since amalgamated with the Company), be and are hereby sub-divided into 1,02,50,000 Equity Shares of the

face value of Rs. 2/- each and accordingly, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substitution thereof by the following clause:

- V. The Authorized Share Capital of the Company is Rs. 7,05,00,000/- (Rupees Seven Crore Five Lakhs only) divided into 3,52,50,000 (Three Crores Fifty Two Lakhs Fifty Thousand only) Equity Shares of Rs. 2/- (Rupees Two only) each with such rights, privileges and conditions attaching power to increase and reduce the capital of the Company and to divide or sub-divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the act, or provided by the Articles of Association for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the Annual General Meeting held on 5th September 2014 in this regard, 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 committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies in any form, from one or more bodies corporate, banks, financial institutions, or from other entity by way of advances, loans, debentures/ bonds or any other security(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the

Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹ 4000 Crores and that borrowings made by the Company and/or Emami Realty Limited (since amalgamated with the Company), in any, under the authority of the Board and all acts, deeds and things done in this regard, be and are hereby ratified, approved and confirmed.

RESOLVED FURTHER THAT the "Board" be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required."

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

"RESOLVED THAT pursuant to Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to mortgage and/or create charge, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on the movable and / or immovable assets and properties of the Company, wherever situate, present and future, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), corporate body(ies), etc. to secure the loans, borrowings, debentures, and / or working capital facilities and other credit facilities availed / to be availed by the Company as the Board deem fit, subject to the limits approved under section 180(1)(c) of the Act from time to time and that charges created on the movable and immovable properties of the Company and/or Emami Realty Limited (since amalgamated with the Company), if any, and agreements, deeds, papers etc. executed for the purpose, under the authority of the Board and all acts, deeds and things done in this regard, be and are

hereby ratified, approved and confirmed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to any other person."

11. 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 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to enter into transactions with related parties for the financial year commencing on April 1, 2016 and for every financial year thereafter, as detailed in table forming part of the Explanatory Statement annexed to this Notice and that the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers conferred by this Resolution) be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary and to sign and execute any documents/ agreements/ papers/ writings as may be necessary and relevant for giving effect to this resolution and for the matters connected therewith or incidental thereto."

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant provisions of the Memorandum

and Articles of Association of the Company and subject to directions and / or regulations issued by SEBI or RBI in this regard as may be applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution or any Director as may be approved by the Board), to issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures ('NCDs') whether listed or unlisted, including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, to eligible person(s), provided the outstanding amount at any time during the period shall not exceed the overall borrowing limits of the Company as may be approved by the Members from time to time, on such terms and conditions including the price, coupon, premium/discount, tenor etc., as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company."

By Order of the Board
For **Emami Infrastructure Limited**

Place : Kolkata

Date : 11th August, 2016

Payel Jain

Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxy, to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not

more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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 member.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd day of September, 2016 to 29th day of September, 2016, (both days inclusive).
6. A statement containing details of the Director seeking appointment/re-appointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
7. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the Meeting.
8. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/

transposition, deletion of name etc.

11. In support of the “Green Initiative” measures taken by Ministry of Corporate Affairs enabling electronic delivery of documents, electronic copy of the Annual Report for 2015-16 and Notice of the 8th Annual General Meeting of the Company, *interalia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 8th Annual General Meeting of the Company, *interalia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 8th Annual General Meeting and Annual Report for 2015-16 will also be available on Company’s website at www.emamirealty.com for their download.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed Mr. Manoj Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) as the Scrutinizer for this purpose.
14. Unclaimed Fractional Share Sale Proceeds amounting to ₹ 24,638/- will be due for transfer to the Investor Education and Protection Fund on 21st September, 2017. In respect of the said Proceeds, it will not be possible to entertain claims received by the Company / RTA after 21st September, 2017. Any member who has not claimed his/her Fractional Share Sale Proceeds is requested to approach the Company / RTA immediately.
15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 22nd September, 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 ballot voting at the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.

16. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have already cast their vote through remote e-voting may attend AGM but will not be entitled to cast their votes again.

The instructions for members for voting electronically are as under :

- (i) The voting period begins on Monday, 26th September, 2016 from 10:00 a.m. (IST) and ends on Wednesday, 28th September, 2016 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “EMAMI INFRASTRUCTURE LIMITED” from the drop down menu and click on “SUBMIT”
- (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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in 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)
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	o Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	o In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field– Sequence number is communicated in the Covering Letter.
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.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for “EMAMI INFRASTRUCTURE LIMITED”.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Institutional Shareholders & Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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.
- A scanned copy of the Board Resolution and Power

of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company.
- (xxii) Those who become Members of the Company after dispatch of the AGM Notice but on or before 22nd September 2016 (cut-off date) may write to CDSL at helpdesk.evoting@cdslindia.com or to the Company at infra@emamirealty.com requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website www.evotingindia.com and exercise their votes.
- (xxiii) The results of voting will be declared within 48 hours from the conclusion of AGM and the resolutions proposed thereat will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer’s Report, will be available on the Company’s website www.emamirealty.com and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed.
- (xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As the members are aware, the Scheme of Arrangement for Amalgamation (“Scheme”) of the wholly-owned subsidiary companies, viz., Emami Realty Limited and Emami Rainbow Niketan Private Limited with the Company was approved by the Hon’ble High Court of Calcutta vide its Order dated 14th June, 2016. The certified copy of the said Order has been filed with the Office of Registrar of Companies on 22nd July, 2016 and accordingly, the Scheme have become operative with effect from the Appointed Date i.e., 1st April, 2015.

Item No. 4

The Board of Directors at its meeting held on 22nd July,

2016 has appointed Mr. Debasish Bhaumik as an Additional Director (Category – Independent) of the Company to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

In the opinion of the Board, Mr. Bhaumik, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and he is independent of the management. Accordingly, in compliance of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and on the recommendation of Nomination & Remuneration Committee, Mr. Bhaumik is proposed to be appointed as an Independent Director of the Company to hold office for a term of 5 years with effect from the date of appointment. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose his appointment as Director of the Company.

A copy of the draft Letter of Appointment of Mr. Bhaumik as Independent Director setting out terms and conditions of his appointment, is available for inspection at the corporate office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays and is also available on the website of the Company.

The Board considers that the association of Mr. Bhaumik would be of immense benefit to the Company. Accordingly, the Board recommends the Ordinary Resolution at Item No. 4 for approval by the Members.

Except Mr. Debasish Bhaumik, the appointee himself and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

Item No. 5

The Board of Directors at its meeting held on 22nd July, 2016 has appointed Mr. Rajesh Bansal as an Additional Director of the Company to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing his candidature for the office of Director of the Company.

The Board of Directors in its above meeting also appointed Mr. Rajesh Bansal as the Whole-time Director for a period expiring on 9th August, 2018, subject to approval of the shareholders. He was holding the office of Whole-time Director in Emami Realty Limited (since amalgamated with the Company) for a period of 3 years w.e.f. 10th August, 2015.

The Nomination and Remuneration Committee has approved terms of appointment and remuneration of the Whole-time Director in its meeting held on 22nd July, 2016. For the purpose, an agreement has been entered into by the Company with the Whole-time Director. The main terms and conditions of appointment of the Whole-time Director, as contained in the said agreement dated 22nd July, 2016 are furnished below:

- a. Salary of ₹ 63,800/- (Rupees Sixty Three Thousand Eight Hundred only) per month with such increment as may be recommended by the Nomination and Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto;

Perquisites and other benefits:

Besides the above salary, Mr. Rajesh Bansal will be entitled to the perquisites and other benefits which may include HRA, Children Allowance, Special Allowance, Bonus, Medical Reimbursement or any other allowance/perquisite as may be decided by the Board.

Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, appointee shall be entitled to above remuneration as minimum remuneration, within the limits as laid down in Section II of Part II of Schedule V to the Companies Act, 2013.

b. Other terms:

1. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company as specified in the Agreement.
2. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
3. The Whole-time Director shall be liable to retire by rotation and his reappointment at the AGM as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.

4. The agreement may be terminated by either party by giving to the other party three months' notice of such termination.

Your Directors seek your approval to the said resolution. Except Mr. Rajesh Bansal, the appointee himself and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the agreement dated 22nd July, 2016 referred to the above is available for inspection at the corporate office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are given as an annexure to this Notice.

Item No. 6

The Board of Directors at its meeting held on 22nd July, 2016 has appointed Mr. Sanjay Choudhary as an Additional Director of the Company to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing his candidature for the office of Director of the Company.

The Board of Directors in its above meeting also appointed Mr. Sanjay Choudhary as the Whole-time Director for a period expiring on 31st March, 2018, subject to approval of the shareholders. He was holding the office of Whole-time Director in Emami Realty Limited (since amalgamated with the Company) for a period of 3 years w.e.f. 1st April, 2015.

The Nomination and Remuneration Committee has approved terms of appointment and remuneration of the Whole-time Director in its meeting held on 22nd July, 2016. For the purpose, an agreement has been entered into by the Company with the Whole-time Director. The main terms and conditions of appointment of the Whole-time Director, as contained in the said agreement dated 22nd July, 2016 are furnished below:

- a. Salary of ₹ 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand only) per month with such increment as may be recommended by the Nomination and Remuneration Committee from time to time and approved by the Board of Directors subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the

Central Government in that behalf from time to time, or any amendments thereto;

Perquisites and other benefits:

Besides the above salary, Mr. Sanjay Choudhary will be entitled to the perquisites and other benefits which may include HRA, Special Allowance, Bonus, Medical Reimbursement or any other allowance/perquisite as may be decided by the Board.

Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, appointee shall be entitled to above remuneration as minimum remuneration within the limits as laid down in Section II of Part II of Schedule V to the Companies Act, 2013.

b. Other terms:

1. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company as specified in the agreement.
2. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
3. The Whole-time Director shall be liable to retire by rotation and his reappointment at the AGM as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.
4. The agreement may be terminated by either party by giving to the other party three months' notice of such termination.

Your Directors seek your approval to the said resolution. Except Mr. Sanjay Choudhary, the appointee himself and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the agreement dated 22nd July, 2016 referred to the above is available for inspection at the corporate office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are given as an annexure to this Notice.

Item No. 7

Mr. Girja Kumar Choudhary was appointed as the Whole Time Director & CFO of the Company with effect from 15th May 2012 for a period of 5 years. He was also the Whole-time Director of Emami Realty Limited (since amalgamated with the Company) and drawing remuneration therefrom w.e.f. 1st April, 2015. Pursuant to the amalgamation of Emami Realty Limited with the Company and considering his overall performance and leadership, the Board of Directors, at its meeting held on 22nd July, 2016, based on the recommendations of Nomination and Remuneration Committee, has decided that the remuneration of Mr. Choudhary which includes the remuneration received from Emami Realty Limited, be increased with effect from 1st April, 2016, upto the unexpired period of his tenure as Whole-time Director & CFO of the Company.

The broad particulars of revision in remuneration to the Whole-time Director & CFO during his term of Office are as under:

- (a) Basic Salary of ₹ 5,70,000/- per month with effect from 1st April, 2016, with HRA, perquisites and other benefits including contribution to Provident Fund, contribution to National Pension Scheme, LTA etc. upto the unexpired period of his tenure as Whole-time Director & CFO of the Company as per Agreement dated 22th July, 2016;
- (b) All the other terms and conditions of appointment of Whole-time Director & CFO as approved by Shareholders at their meeting held on 15th May 2012 remain unaltered.

Your Directors seek your approval to the said resolution. Except Mr. Girja Kumar Choudhary, the appointee himself and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the supplementary agreement dated 22nd July, 2016 referred to the above is available for inspection at the Corporate office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 are given as an annexure to this Notice.

Item No. 8

Pursuant to the Order of the Hon'ble High Court at Calcutta dated 14th June, 2016 sanctioning the Scheme of Arrangement for Amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited ("Transferor

Companies”) with the Company and as part of the Para 5.12 of the Scheme, the Authorised Share Capital of the Transferor Companies stand transferred to and vested in the Company and, accordingly the Authorised Share Capital of the Company stand increased from ₹ 5,00,00,000/- to ₹ 7,05,00,000/-.

In order to have uniform face value, it is proposed that 20,00,000 equity shares of ₹10/- each transferred on amalgamation of Emami Realty Limited and 50,000 equity shares of ₹ 10/- each transferred on amalgamation of Emami Rainbow Niketan Private Limited be sub-divided into 1,02,50,000 Equity Shares of the face value of ₹ 2/- each and consequent alteration be made in the existing Clause V of the Memorandum of Association of the Company.

As per Section 13 read with Section 61 of the Act, approval of the members is required by means of an Ordinary Resolution for alteration of the Capital Clause of the Memorandum of Association as aforesaid. Accordingly, the Board recommends the resolution at item No.8 for approval of the members.

A copy of the Memorandum of Association of the Company along with proposed alteration is available for inspection at the corporate office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 9

The shareholders of the Company by way of special resolution passed at its 6th Annual General Meeting held on 5th September, 2014, had authorized the Board of Directors to borrow from time to time, by way of loans, advances, debentures/bonds or any other security(ies) or otherwise, upto a limit of ₹ 500 Crores on such terms and conditions as it may deem fit under section 180(1)(c) of the Companies Act, 2013. In view of the amalgamation of Emami Realty Limited with the Company and anticipating the need for additional funds that may be required for executing of various existing and future projects, it is necessary to revise the borrowing limits to the extent of ₹ 4000 Crores which shall include the outstanding borrowings of Emami Realty Limited.

The Board recommends the Special Resolution at item no. 9 for your approval.

None of the Directors or Key Managerial Personnel of the

Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 10

In view of the amalgamation of Emami Realty Limited with the Company and in order to create mortgage / charge on the movable & immovable properties of the Company to secure any loans/borrowings availed/to be availed by the Company including the charges/mortgages created by Emami Realty Limited and existing as on effective date of the Scheme, it is necessary to obtain the approval of the members in terms of the requirements of section 180(1) (a) of the Companies Act, 2013 upto the borrowing limits of the Company.

To create mortgage and / or charge upto the said limit, approval of the Members is required to be obtained pursuant to Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. The Board accordingly recommends the Special Resolution in item no. 10 for your approval.

None of the Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

Item No. 11

The provisions of Section 188(1) of the Companies Act, 2013 (“Act”) that govern the related party transactions require a company to obtain prior approval of the Board of Directors and in case the value of transaction exceeds the 10% of turnover or Rs. 50 Crores whichever is lower, the prior approval of shareholders by way of an ordinary resolution. Further, in terms of Regulation 23(4) of Listing Regulations, all material related party transaction, i.e., transaction which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, require approval of the shareholders and the related parties to the particular transaction shall abstain from voting on such resolutions. Accordingly, in case of parties under Serial No. 1 to 6 which are covered under Section 2(76) of the Act, the cut-off value for approval has been taken as 10% of the Company’s turnover while in case of all other parties, 10% of annual consolidated turnover has been considered.

In the light of above provisions, the Board of your Company, on recommendations of the Audit Committee has approved the transactions along with limits that the Company may enter into with related parties for the financial year 2016-17 and beyond.

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:

Sl. No.	Name of Related Party	Name of the director or KMP who is related	Nature of Relationship	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year
1.	Delta PV Pvt. Ltd.	Mr. Girja Kumar Choudhary is Director	Subsidiary	Loan/ Interest/ Reimbursement of Expenses	₹ 50 Crores
2.	New Age Realty Pvt. Ltd.	-Do-	-Do-	-Do-	₹ 50 Crores
3.	Zandu Realty Limited	None, excluding the Independent Directors	Associate	Reimbursement/payment of expenses/ Service Charges/ Loan/ Advances/ Interest on Loan/ Guarantee The proposed contracts/ arrangements/ transactions of inter corporate loan(s) or any sale /purchase / service contract transaction(s) or any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or a combination thereof are as per Related Party Transaction Policy of the Company so the same may be decided by the Board of Directors at relevant time as mutually agreed between the Company and Zandu Realty Limited within the overall limits approved by the members.	₹ 500 Crores
4.	Roseview Developers Pvt. Ltd.	Mr. Girja Kumar Choudhary is Director	Associate	Interest/ Reimbursement of expenses	₹ 5 Crores
5.	Bengal Emami Housing Ltd.	-Do-	-Do-	Loan/ Interest/ Reimbursement of expenses	₹ 100 Crores
6.	Swanhousing & Infra Pvt. Ltd.	None	-Do-	-Do-	₹ 100 Crores
7.	Lohitka Properties LLP		Limited Liability Partnership wherein the Company is a Partner		₹ 200 Crores
8.	Sanjeevani Vypaar LLP	Mr. Girja Kumar Choudhary is a Designated Partner	Entity where Promoters have significant Influence	Loan/ Reimbursement of expenses/ Interest/ Corporate Guarantee/ Commission	₹ 150 Crores
9.	Dev Infracity Pvt. Ltd.	Mr. Rajesh Bansal is a member	Enterprises over which one KMP has significant influence	Corporate Guarantee/ Interest/ Advance/ Reimbursement of expenses	₹ 250 Crores
10.	Raj Infraproperties Pvt. Ltd.				₹ 300 Crores
11.	Jhansi Properties Pvt. Ltd.	None	Entity where Promoters have significant Influence	Loan/ Interest/ Corporate Guarantee/Commission/ Reimbursement of expenses	₹ 250 Crores
12.	Emami Estates Pvt. Ltd.	None	-Do-	-Do-	₹ 250 Crores
13.	Paradise Agriculture Pvt. Ltd.	None	-Do-	-Do-	₹ 250 Crores
15.	Creative Cultivation Pvt. Ltd.	None	-Do-	JDA Deposit/ Loan/ Interest/Reimbursement of expenses	₹ 50 Crores
16.	Oriental Sales Agencies (India) Pvt. Ltd.	None	-Do-	Loan/ Reimbursement of expenses/ Corporate Guarantee/ Interest	₹ 100 Crores

17.	Emami Agrotech Ltd.	None	-Do-	Loan/ Reimbursement/ Corporate Guarantee/ Security/ Interest/ Commission The said Corporate Guarantee/security shall be as per the requirement of Banks/ financial institutions/ NBFCs or any other Lenders.	Aggregate limit of ₹ 700 Cr for these 7 companies, severally and / or jointly
18.	Newway Constructions Ltd.	None	-Do-		
19.	Midkot Trades Pvt. Ltd.	None	-Do-		
20.	Suntrack Commerce Pvt. Ltd.	None	Promoter Group company		
21.	Bhanu Vyapaar Pvt. Ltd.	None	-Do-		
22.	Diwakar Viniyog Pvt. Ltd.	None	-Do-		
23.	Suraj Viniyog Pvt. Ltd.	None	-Do-		

The rate of interest on Loan as contemplated above shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The Audit Committee has approved the abovesaid related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

Accordingly, approval of the members is sought under first proviso to Section 188 of the Companies Act, 2013 to the extent applicable and Regulation 23(4) of Listing Regulations for entering into related party transactions as mentioned above, by way of an ordinary resolution.

Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

Except as mentioned in the above table, none of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 12

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of Non

Convertible Debentures ("NCDs") on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 year from the date on which the members have provided the approval by way of the special resolution.

In order to augment resources for general corporate purposes, the Company may offer or invite subscription for NCDs, in one or more tranches on private placement basis, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

Accordingly the Board recommends the Special Resolution in item no. 12 for your approval.

None of the Directors, KMP or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board
For **Emami Infrastructure Limited**

Place : Kolkata
Date : 11th August, 2016

Payel Jain
Company Secretary

Disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 in respect of Item No. 5, 6 & 7 are stated hereinbelow:

General information:		
1	Nature of Industry	Real Estate Development
2	Date or expected date of commencement of commercial production	The Company was incorporated on January 04, 2008 as a private limited company. The Company had since commenced the business
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	The financial performance of the Company during the preceding three financial years is as under: (₹ in Lakhs)	

Particulars	2015-16	2014-15	2013-14
Total Income	29,772.36	72.00	28.99
Total Expense	30,595.94	76.85	60.51
Profit/(Loss) Before tax	(823.58)	(4.85)	(31.52)
Less: Tax Expense	3.45	1.37	-
Profit/(Loss) After Tax	(827.03)	(6.22)	(31.52)
5	Foreign investments or collaborators, if any		NIL

Information about the appointee: Mr. Rajesh Bansal		
1	Background details	Mr. Rajesh Bansal is a B.Com (Hons) from Bundelkand University, Jhansi. Mr. Bansal has 22 years of rich experience in Real Estate Industry. He is a member of Bundelkhand Chamber of Commerce since 5 years.
2	Past remuneration	During the Financial Year 2015-16, Mr. Rajesh Bansal received ₹ 11.54 Lakhs as Whole-time Director of Emami Realty Limited (since amalgamated with the Company)
3	Recognition or awards	-
4	Job profile and his suitability	Mr. Bansal plays a key role in development of Company's project namely "Emami Nature" at Khailar, Jhansi which is spread over 100 acres of land. The Company derives a lot of benefit from his expertise and experience in real estate business.
5	Remuneration proposed	As set out in the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration to be paid to Mr. Bansal is in line with remuneration paid by other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company. Mr. Bansal is not related to any Director of the Company.

Information about the appointee: Mr. Sanjay Choudhary		
1	Background details	Mr. Sanjay Choudhary is a Commerce Graduate from St. Xavier's college, Kolkata and has carved a niche for himself in Real Estate and Construction industry, with an enriched experience of more than 31 years.
2	Past remuneration	During the Financial Year 2015-16, Mr. Sanjay Choudhary received ₹ 120 Lakhs as Whole-time Director of Emami Realty Limited (since amalgamated with the Company).
3	Recognition or awards	--
4	Job profile and his suitability	The role of Mr. Choudhary includes contribution and involvement in implementation of the Projects of the Company. He has an excellent track record in realty business and shares a good reputation and rapport with professionals and Govt. agencies involved in the Real Estate business. The Company derives a lot of benefit from his diverse expertise and experience in project implementation.

5	Remuneration proposed	As set out in the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration to be paid to Mr. Choudhary is in line with remuneration paid by other companies, keeping in view his job profile and the size of operations.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company. Mr. Choudhary is not related to any Director of the Company. Mr. Sanjay Choudhary is a Director of New Age Realty Private Limited, being the subsidiary company and does not receive any remuneration therefrom.
Information about the appointee: Mr. Girja Kumar Choudhary		
1	Background details	Mr. Girja Kumar Choudhary is a B.Com (Hons) Gold Medalist and a Chartered Accountant. He has more than 25 years of experience in the industry and profession.
2	Past Remuneration	During the Financial Year 2015-16, Mr. Girja Kumar Choudhary received ₹ 40.08 Lacs as Whole-time Director & CFO of Emami Infrastructure Limited and ₹ 79.88 Lacs as the Whole-time Director of Emami Realty Limited (since amalgamated with the Company).
3	Recognition or awards	B.Com (Hons) Gold Medalist
4	Job profile and his suitability	The role of Mr. Choudhary as Whole-time Director & CEO of the Company includes overall responsibility for the growth and day to day business activity of the Company. He provides the necessary strategic direction to all business lines/ interests of the Company. He is instrumental in the overall business development of the Company as well. Keeping in view his working with the Company and his prior experience and positions held with various Corporates, he is suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level and as well as in Operations of the Company. He is the key person in strategic decision making on critical issues in the business and management of the Company.
5	Remuneration proposed	As set out in the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid/proposed to be paid to Mr. Choudhary is in line with remuneration paid by other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company. Mr. Choudhary is not related to any Director of the Company.
Other Information:		
1	Reasons of loss or inadequate profits	The Projects launched by the Company are either in progress or in advanced stage of completion. Although we have been able to generate booking of sales, yet the revenue from the said Projects will be recognized in the accounts in subsequent years in accordance with the guiding principles of Accounting Standard - 9, notified in the Companies (Accounting Standards) Rules 2006. Normal product cycle of a project in the real estate company is at least 3-4 years. Hence looking at the response which these projects have witnessed, the Company is very positive that in the coming years, we will be able to show stronger results than before.
2	Steps taken or proposed to be taken for improvement	
3	Expected increase in productivity and profits in measurable terms	
Disclosures:		
1	Remuneration package of the managerial personnel	As set out in the Explanatory Statement
2	Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any, attached to the Annual Report	As per attached

DETAILS OF DIRECTORS PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS

Name of the Director	Mr. Debasish Bhaumik	Mr. Rejesh Bansal	Mr. Sanjay Choudhary	Mr. Basant Kumar Parakh	Mr. Gijja Kumar Choudhary
Date of Birth	24/11/1948	03/09/1962	16/07/1960	02/09/1961	05/01/1962
Qualification	B.Sc, LLB	B.Com (Hons)	B.Com (Hons)	B.Com (Hons)	B.Com (Hons) Gold Medalist, CA
Experience (including expertise in specific functional areas)/ Brief resume	He has 37 years of working experience in Income Tax Department, Ministry of Finance.	He has 22 years of rich experience in Real Estate Industry. He is a member of Bundelkhand Chamber of Commerce since 5 years	He is a Commerce Graduate from St. Xavier's college, Kolkata and has carved a niche for himself in Real Estate and Construction industry, with an enriched experience of more than 31 years	He has around 24 years of experience in Real Estate Industry & Development	He has 28 years of experience in accounting and financial management, strategic planning, evaluation of realty projects, legal vetting of land documents, business restructuring, investor relations, taxation etc.
Date of first appointment on the Board	22/07/2016	22/07/2016	22/07/2016	14/11/2011	15/05/2012
Terms and conditions of Appointment/re-appointment	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement	Non-Executive Director, liable to retire by rotation	As per the resolutions passed by the shareholders in the Annual General Meeting held on 21st September, 2012, 12th August, 2013 and 5th September, 2014 and as contained in the accompanying Notice
Remuneration last drawn	Please Refer to MGT-9 section of the Annual Report 2015-16	Please Refer to MGT-9 section of the Annual Report 2015-16	Please Refer to MGT-9 section of the Annual Report 2015-16	Please Refer to MGT-9 and Corporate Governance Section of the Annual Report 2015-16	Please Refer to MGT-9 and Corporate Governance Section of the Annual Report 2015-16
Remuneration proposed to be paid	Entitled to receive sitting fees for attending meetings of the Board & Committee, as the case may be	Refer Explanatory Statement	Refer Explanatory Statement	As per existing terms and conditions	Refer Explanatory Statement
Shareholding in the Company	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors/ KMP/ Relationships with Directors inter-se	None	None	None	None	None
Number of meetings of the Board attended during the financial year	Not Applicable	Not Applicable	Not Applicable	Please refer Corporate Governance Report section of the Annual Report 2015-16	Please refer Corporate Governance Report section of the Annual Report 2015-16
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	1. Enami Frankross Limited 2. Enami Agrotech Limited 3. CRI Limited	Nil	TMT Vinyogan Ltd.	1. Orbit Realty Infrastructure Limited 2. The Calcutta Silk Mfg Co Ltd. 3. Narcissus Abasan Limited	1. Sneha Ashiana Pvt. Ltd., 2. Delta PV Pvt. Ltd., 3. New Age Realty Pvt. Ltd., 4. Bengal Emami Housing Ltd.
Membership/Chairmanship of Committees of other Boards (includes only Audit Committee & Stakeholders' Relationship Committee)	Nil	Nil	Nil	Please refer Corporate Governance Report section of the Annual Report 2015-16	Please refer Corporate Governance Report section of the Annual Report 2015-16

**emami infrastructure limited**

CIN : L45400WB2008PLC121426

Corp Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata-700 107, Tel : 033 6625 1200Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107Tel : 033 6613 6236, E-mail: infra@emamirealty.com, Website : www.emamirealty.com**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 8th Annual General Meeting (AGM) of Emami Infrastructure Limited being held on Thursday, 29th September, 2016 at 12.00 Noon at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107

Folio No/DP ID & Client ID :

Share Holding :

Serial No :

Name :

Name(s) of Joint Holder(s), if any :

Address :

Proxy's Name in Block Letters

Member's/Proxy's Signature

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

**emami infrastructure limited**

CIN : L45400WB2008PLC121426

Corp Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata-700 107, Tel : 033 6625 1200Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107Tel : 033 6613 6236, E-mail: infra@emamirealty.com, Website : www.emamirealty.com**PROXY FORM – MGT-11**

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

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Emami Infrastructure Limited, holding..... Equity Shares of the above named Company, hereby appoint :

- Name : Address :
E-mail ID : Signature :or failing him/her;
- Name : Address :
E-mail ID : Signature :or failing him/her;
- 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 the 8th Annual General Meeting (AGM) of the Company, to be held on Thursday, 29th September, 2016 at 12.00 Noon at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016 and the reports of the Directors and Auditors thereon		
2.	Appointment of Mr. Basant Kumar Parakh (DIN: 00103176) who retires by rotation and being eligible offers himself for reappointment		
3.	Ratification of appointment of M/S S.K. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of next AGM of the Company and authorise Board of Directors to fix their remuneration		
Special Business			
4.	Appointment of Mr. Debasish Bhaumik (DIN: 06933306) as Independent Director for a term of five years w.e.f. 22 nd July, 2016		
5.	Appointment of Mr. Rajesh Bansal (DIN 00645035) as Director, liable to retire by rotation and also as Whole-time Director w.e.f. 22 nd July, 2016		

The Route Map of the AGM Venue is given below:



6.	Appointment of Mr. Sanjay Choudhary (DIN 00669470) as Director, liable to retire by rotation and also as Whole-time Director w.e.f. 22 nd July, 2016		
7.	Variation in the terms of remuneration of Mr. Girija Kumar Choudhary, Whole Time Director & CFO		
8.	Alteration in Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association		
9.	Increase in Borrowing limits u/s 180(1)(c) of the Companies Act, 2013		
10.	Approval for creation of charge/mortgage on the assets of the Company u/s 180(1)(a) of the Act		
11.	Approval to Related Party Transactions		
12.	Approval for issue of Non-Convertible Debentures		

Signed thisday of2016

Signature of Proxyholder..... Signature of Shareholder.....

Affix Revenue Stamp of ₹ 1/- here

- Notes :**
- This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 8th Annual General Meeting of the Company.
 - *It is optional to put a 'X' in the appropriate column against the resolutions indicated to the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.