



Ref: EIL/SECRETARIAL/2018-18/1204

3<sup>rd</sup> October, 2018

The Department of  
Corporate Services  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

of The Secretary  
**The National Stock  
Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E),  
Mumbai – 400051

The Secretary  
**The Calcutta Stock Exchange  
Limited**  
7, Lyons Range  
Kolkata-700001

Dear Sir(s),

**Sub: Proceedings of 10<sup>th</sup> Annual General Meeting**

Please find herewith enclosed the Minutes of the 10<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018 at 777, Anandapur, E. M. Bypass, Kolkata – 700 107.

Please take the same on record.

Thanking you,

Yours truly,  
For **Emami Infrastructure Limited**

*Payel Jain*  
**Payel Jain**  
Company Secretary  
ACS 22418



Encl- As above

**MINUTES OF THE MEETING OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF EMAMI INFRASTRUCTURE LIMITED HELD ON THURSDAY, 27<sup>TH</sup> SEPTEMBER 2018 COMMENCED AT 10.30 A.M. AT 777, ANANDAPUR, E. M. BYPASS, KOLKATA - 700 107, WEST BENGAL AND CONCLUDED AT 11.15 A.M.**

**PRESENT**

**Directors:**

Mr. Hari Mohan Marda,	Independent Director & Chairman, Nomination & Remuneration Committee
Mr. Ram Gobind Ganeriwala,	Independent Director & Chairman, Audit Committee & Stakeholders Relationship Committee
Mrs. Karabi Sengupta,	Independent Director & Chairman, Corporate Social Responsibility Committee
Mr. Debasish Bhaumik,	Independent Director
Mr. Basant Kumar Parakh,	Non-Executive Director
Mr. Girja Kumar Choudhary,	Whole-time Director & CFO

**Members:**

In Person including representatives: 104

By Proxy: 32 (Number of shares represented: 3,06,737 Equity shares)

(As per Attendance Register)

**Auditors:**

Mr. J. K. Choudhury, Representative of M/S S.K. Agrawal & Co., Statutory Auditors

Ms. Bidisha Achari, Representative of M/S MKB & Associates, Secretarial Auditor

**In Attendance:**

Ms. Payel Jain, Company Secretary

1. In accordance with Article 101 of the Articles of Association of the Company, the Directors present elected Mr. Hari Mohan Marda as the Chairman of the 10<sup>th</sup> Annual General Meeting ("AGM") of the Company, in the absence of Mr. Abhijit Datta, Chairman of the Board of Directors as he could not attend due to his personal reasons. The Chairman introduced all the Directors on the Dias and informed that Mr. Rajesh Bansal was not able to attend the AGM due to his personal work.
2. The Chairman announced that the requisite quorum for the meeting was present and therefore the meeting was called to order.

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3. The Chairman declared that the Notice convening 10<sup>th</sup> AGM, Directors' Report and annexures thereto including the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2018, the Audited Consolidated and Standalone Financial Statements and Consolidated and Standalone Audit Report for the financial year ended 31<sup>st</sup> March 2018, Register of Directors and Key Managerial Personnel Shareholdings under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, are open for inspection during the continuance of the Meeting.
4. The Chairman then addressed the members, covering inter-alia the following key areas:
  - a. Ongoing projects of the Company;
  - b. Registration of Company's Project under WBHRA
  - c. Approval of Scheme of Amalgamation of Zandu Realty Limited with the Company and issue of shares pursuant thereto.
5. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice dated 8<sup>th</sup> August, 2018 convening the 10<sup>th</sup> AGM & Explanatory Statement annexed thereto, the Directors' Report along with annexures thereto and the Annual Accounts for the financial year 2017-18, were taken as read.
6. The Chairman informed that the Auditors' Report does not contain qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. Hence the Auditors' Report is not required to be read as per provisions of section 145 of the Companies Act, 2013 and Para 13.1 of Secretarial Standard -2. Further, in terms of Para 13.2, the Chairman informed that the Secretarial Audit Report also does not contain any qualifications, observations or comments. Hence, the Secretarial Audit Report is not required to be read.
7. Thereafter, the Chairman stated that the Company had provided the facility for e-voting to the members to enable them to cast their votes electronically and had appointed Ms. Bidisha Achari of MKB & Associates, Practising Company Secretaries as Scrutinizer to conduct the e-voting process in a fair and transparent manner. E-voting was open for all the shareholders from Monday, 24<sup>th</sup> September, 2018 from 10:00 a.m. (IST) to Wednesday, 26<sup>th</sup> September, 2018 till 5:00 p.m. (IST) and members have already exercised their vote by using the e-voting facility. Further

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shareholders who are present in person or through proxies and who have not or could not exercise e-voting, can vote through Ballot at this meeting.

8. The Chairman informed the shareholders about the flow of events at the AGM and stated that after his speech, he would move all the resolutions set out in the Notice and would move to discussion and Question & Answer session. After the conclusion of the Question & Answer session, the Shareholders can cast their vote on the resolutions through Ballot. The Chairman further informed that the combined result of entire Voting process would be displayed on the website of the Company, CDSL and the Stock Exchanges, where the shares are listed.
9. The Chairman briefed the Members about the objective and implications of each item of Agenda and thereafter read the resolutions in respect of the items on the agenda of the meeting, as follows:

### **ORDINARY BUSINESS**

#### **I. As an Ordinary Resolution**

##### **Adoption of Audited Financial Statements**

“RESOLVED THAT the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

Mr. Susanta Bhowmick proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

#### **II. As an Ordinary Resolution**

##### **Re-appointment of Mr. Basant Kumar Parakh (DIN: 00103176) who retires by rotation and being eligible, offers himself for re-appointment**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Basant Kumar Parakh (DIN: 00103176), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Mr. Arun Kumar Debnath proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

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**SPECIAL BUSINESS**

Since the Agenda Item No. 3 related to the re-appointment of Mr. Marda himself, he requested Mr. Girja Kumar Choudhary, to chair the meeting and continue with the proceedings.

Mr. Girja Kumar Choudhary took the Chair and briefed the Members about the objective and implications of the following item of Agenda and thereafter read the resolution, as follows:

**III. As a Special Resolution**

**Re-appointment of Mr. Hari Mohan Marda (DIN: 00855466) as an Independent Director for a period of 5 years w.e.f. 1/4/2019**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Hari Mohan Marda (DIN: 00855466), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 1<sup>st</sup> April, 2019.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Marda who has attained the age of 75 years as on 1<sup>st</sup> January, 2018, for the remaining period of his existing term of Directorship, ending on 31<sup>st</sup> March, 2019 and further term ending on 31<sup>st</sup> March, 2024, as Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

Mr. Apurva Kanaiyalal Patel proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

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Thereafter, Mr. Choudhary requested Mr. Marda to resume the Chair. Mr. Marda took the Chair and continued with the proceedings.

#### **IV. As a Special Resolution**

##### **Re-appointment of Mr. Abhijit Datta (DIN: 00790029) as an Independent Director for a period of 5 years w.e.f. 1/4/2019**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Abhijit Datta (DIN: 00790029), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 1<sup>st</sup> April, 2019.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

Mr. Susanta Bhowmick proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

#### **V. As a Special Resolution**

##### **Re-appointment of Mr. Ram Gobind Ganeriwala (DIN: 00863042) as an Independent Director for a period of 5 years w.e.f. 1/4/2019**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Ram Gobind Ganeriwala (DIN: 00863042), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 1<sup>st</sup> April, 2019.

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ganeriwala on his attaining

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the age of 75 years during his term of 5 years commencing from 1st April, 2019, as Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

Mr. Arun Kumar Debnath proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

#### **VI. As a Special Resolution**

##### **Approval for alteration in Object Clause in the Memorandum of Association of the Company**

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to alter, change and/ or modify the Memorandum of Association of the Company, by inserting the following new objects No. 4, 5 and 6 after the existing Clause No. III.A.3:

4. To manufacture from crude drugs and raw materials, Drugs and Chemicals, Chemical Goods, Pharmaceutical Preparations, Aerated and Mineral Waters and similar other preparations.
5. To buy, import, export and generally deal in raw materials.
6. To open and maintain such Agencies at different places in India or elsewhere; as may be found necessary.

**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.”

Mr. Apurva Kanaiyalal Patel proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

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**VII. As an Ordinary Resolution****Approval for alteration in Authorised Share Capital and consequent amendment in the Clause V of the Memorandum of Association of the Company**

**“RESOLVED THAT** pursuant to provision of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) 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, 20,00,000 equity shares of Rs. 100/- each in the Authorised Share Capital of the Company, transferred on amalgamation of Zandu Realty Limited (since amalgamated with the Company) be and are hereby sub-divided into 10,00,00,000 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. 27,05,00,000/- (Rupees Twenty Seven Crores Five Lakhs only) divided into 13,52,50,000 (Thirteen 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 this regard.”

Mr. Shree Kanta Vyas proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

**VIII. As a Special Resolution****Approval for Change of Name of the Company and consequent alteration in the Memorandum and Articles of Association**CHAIRMAN'S  
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**“RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force) or any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s) where the equity shares of the Company are listed and/or other regulatory and statutory authorities/departments as may be necessary, the consent of the members be and is hereby accorded to change the name of the Company from “EMAMI INFRASTRUCTURE LIMITED” to “EMAMI REALTY LIMITED”.

**RESOLVED FURTHER THAT** the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:

I. The name of the Company is “EMAMI REALTY LIMITED”

**RESOLVED FURTHER THAT** in terms of Section 13 & 14 of the Companies Act, 2013 the Memorandum and Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. EMAMI REALTY LIMITED.

**RESOLVED FURTHER THAT** any one of the Directors and / or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the Statutory Authorities, and to execute all such deeds, documents, agreement and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorised representatives, to appear before the office of the Registrar of Companies (MCA) and / or deal with Stock Exchanges(s) concerned to settle and finalise all issues that may arise in this regard for giving effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

Mr. Amarendra Nath Ray proposed and Mr. Amit Ramcshbhai Adeshra seconded the resolution.

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**IX. As an Ordinary Resolution****Approval to Related Party Transaction**

“**RESOLVED THAT** in addition to the resolution passed by the members at the 9<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2017 and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, members do hereby confirm, ratify and approve the related party transaction in respect of creation of equitable mortgage on the land parcels situated at Gobindpur, Bhubaneswar, Odisha owned by Supervalue Nirman LLP, a LLP wherein the Company is a partner, for securing the Facility of Rs. 100 Crores, availed by the Company, in favour of Axis Finance Limited, during the financial year 2017-18, upto the tenure of the Facility.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the above arrangement/ transactions/ contracts and to perform all other obligations in terms of such arrangements/ transactions/ contracts with the related party.”

Mr. Arun Kumar Debnath proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

**X. As a Special Resolution****Approval for issue/ offer/ invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures**

“**RESOLVED THAT** pursuant to the provisions of Sections 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 Act 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

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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."

Mr. Susanta Bhowmick proposed and Mr. Amit Rameshbhai Adeshra seconded the resolution.

10. After the above resolutions were proposed and seconded, the Chairman invited the Members to offer their comments or seek clarifications, if any, on the Annual Report and accounts of the Company.
11. Mr. Amit Rameshbhai Adeshra sought clarification regarding the Company's ongoing projects. Mr. Apurva Kanaiyalal Patel raised queries with respect to completion time of Emami City Project.
12. On request of Mr. Marda, Chairman of the Meeting, Mr. Girja Kumar Choudhary, Whole-time Director & CFO, replied to the queries of the Members to their satisfaction.
13. The Chairman thereafter ordered Poll on all the resolutions for the Ordinary and Special businesses as set out in items numbers 1 to 10 of the Notice and informed that voting on Poll will be taken immediately after the closure of the meeting at the venue and the polling remained open for next 15 minutes, to enable the Members and Proxy holders participating in the Poll to cast their votes.

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14. The Chairman informed that the Board of Directors have appointed M/S MKB & Associates, Practising Company Secretaries as Scrutinizer for ensuring that voting was carried out in fair and transparent manner.
15. The Chairman announced that combined Results of remote e-voting done previously and voting at the AGM, would be available on Website of the Company, CDSL and also on the website of the Stock Exchanges, where the shares of the Company are listed.
16. The business before the 10<sup>th</sup> Annual General Meeting having been transacted, the Chairman thanked the august gathering and declared the Meeting as concluded. Mr. Amit Rameshbhai Adeshra proposed vote of thanks to the Chair.

DATE OF ENTRY: 03 OCT 2018

  
CHAIRMAN

DATE OF SIGNING: 03 OCT 2018

PLACE: KOLKATA

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**10<sup>th</sup> Annual General Meeting held on 27<sup>th</sup> September, 2018**  
**Declaration of Result of Remote e-voting and Ballot at the meeting**

The Scrutinizer's Report dated 28<sup>th</sup> September, 2018, *inter alia* containing the results of remote e-voting and voting through Ballot Paper conducted at the 10<sup>th</sup> Annual General Meeting was presented by the Scrutinizer to the Chairman on 28<sup>th</sup> September, 2018 in terms of which all resolutions as set out in the Notice convening the 10<sup>th</sup> Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman by posting the same on Company's Website and on the website of CDSL and was also intimated to the Stock Exchanges where the Company's shares are listed.

The results as per the Scrutinizer's Report on e-voting submitted by Ms. Bidisha Achari of M/S MKB & Associates, Practicing Company Secretaries were as under –

	Number of votes (shares) cast through remote e- voting (1)	Number of votes (shares) cast on poll at the meeting (2)	Total (1)+(2)=(3)	% of total number of valid votes cast
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**ORDINARY BUSINESS**

**Item No.1 as an Ordinary Resolution:** Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31/03/2018 and the reports of the Directors and Auditors thereon

(1) Voted in favour of the resolution	14290626	16592	14307218	99.99517
(2) Voted against the resolution	691	0	691	0.00483
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3) Invalid Votes	0	0	0	-

**Item No.2 as an Ordinary Resolution:** Appointment of a Director in place of Mr.

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Basant Kumar Parakh (DIN: 00103176) who retires by rotation and being eligible, offers himself for reappointment

(1) Voted in favour of the resolution	14290544	16592	14307136	99.99460
(2) Voted against the resolution	773	0	773	0.00540
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3) Invalid Votes	0	0	0	-

### SPECIAL BUSINESS

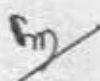
**Item No.3 as a Special Resolution:** Re-appointment of Mr. Hari Mohan Marda (DIN: 00855466) as an Independent Director for a period of 5 years w.e.f. 1/4/2019

(1) Voted in favour of the resolution	14290543	16592	14307135	99.99459
(2) Voted against the resolution	774	0	774	0.00541
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3) Invalid Votes	0	0	0	-

**Item No.4 as a Special Resolution:** Re-appointment of Mr. Abhijit Datta (DIN: 00790029) as an Independent Director for a period of 5 years w.e.f. 1/4/2019

(1) Voted in favour of the resolution	14290544	16592	14307136	99.99460
(2) Voted against the resolution	773	0	773	0.00540
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>

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(3)Invalid Votes	0	0	0	-
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**Item No.5 as a Special Resolution:** Re-appointment of Mr. Ram Gobind Ganeriwala (DIN: 00863042) as an Independent Director for a period of 5 years w.e.f. 1/4/2019

(1) Voted in favour of the resolution	14290544	16592	14307136	99.99460
(2)Voted against the resolution	773	0	773	0.00540
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-

**Item No.6 as a Special Resolution:** Alteration in Object Clause in the Memorandum of Association of the Company

(1) Voted in favour of the resolution	14290611	16592	14307203	99.99507
(2)Voted against the resolution	706	0	706	0.00493
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-

**Item No.7 as an Ordinary Resolution:** Alteration in Authorised Share Capital and consequent amendment in the Clause V of the Memorandum of Association of the Company

(1) Voted in favour of the resolution	14290686	16592	14307278	99.99559
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(2)Voted against the resolution	631	0	631	0.00441
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No.8 as a Special Resolution: Change of Name of the Company and consequent alteration in the Memorandum and Articles of Association</b>				
(1) Voted in favour of the resolution	14290687	16592	14307279	99.99560
(2)Voted against the resolution	630	0	630	0.00440
<b>Total</b>	<b>14291317</b>	<b>16592</b>	<b>14307909</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No.9 as an Ordinary Resolution: Approval to Related Party Transaction</b>				
(1) Voted in favour of the resolution	182794	16592	199386	99.59738
(2)Voted against the resolution	806	0	806	0.40262
<b>Total</b>	<b>183600</b>	<b>16592</b>	<b>200192</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No.10 as a Special Resolution: Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures</b>				
(1) Voted in	14290544	16592	14307136	99.99488

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## MINUTE BOOK



favour of the resolution				
(2)Voted against the resolution	732	0	732	0.00512
<b>Total</b>	<b>14291276</b>	<b>16592</b>	<b>14307868</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 10<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

DATE OF ENTRY: 03 OCT 2018

DATE OF SIGNING: 03 OCT 2018

*[Signature]*  
CHAIRMAN

PLACE: KOLKATA

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