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MINUTES OF THE PROCEEDINGS OF THE 5TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EMAMI INFRASTRUCTURE LIMITED HELD AT THE REGISTERED OFFICE AT EMAMI TOWER, 687, ANANDAPUR, E.M.BYPASS, KOLKATA – 700107 ON MONDAY, 12TH AUGUST, 2013 AT 11.30 A.M.

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PRESENT

Directors:

Mr. Abhijit Datta, Chairman
Mr. Hari Mohan Marda, Director
Mr. Ram Gobind Ganeriwala, Director
Mr. Basant Kumar Parakh, Director
Mr. Girija Kumar Choudhary, Whole-time Director & CFO

Members:

In Person: 78
By Proxy: 35
(As per Attendance Register)

Statutory Auditors:

Mr. R K Tondon, M/S S.K. Agrawal & Co.

In Attendance:

Ms. Payel Jain, Company Secretary

CHAIRMAN

Pursuant to Article 101 of the Articles of Association of the Company, Mr. Abhijit Datta, being the Chairman of Board of Directors, took the chair and presided over the meeting.

QUORUM

The Chairman commenced the proceedings of the meeting after ascertaining that the requisite quorum was present.

The Chairman extended a very warm welcome to the members present at the meeting and apprised the members about the current performance and future plans of the Company.

The Chairman informed the members present that the Register of Directors' Shareholding maintained under section 307 of the Companies Act, 1956 was kept open and shall remain accessible for inspection by Members during the continuance of the meeting.

NOTICE OF AGM

With consent of the members present at the Meeting, the Notice convening the 5th Annual General Meeting of the Company having already been circulated to them, was taken as read.

AUDITORS' REPORT

On request of the Chairman, Ms. Payel Jain, Company Secretary read out the Auditors' Report.

Thereafter the Chairman proceeded with the agenda as laid before the meeting and requested members to take up the subject one after the other.

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF ACCOUNTS

Mr. M. S. Dey proposed and Mr. Shyam Sundar Koley seconded the following resolution as an Ordinary Resolution:

CHAIRMAN'S
INITIALS



"RESOLVED THAT the audited Balance Sheet of the Company as on 31st March, 2013 and the Profit and Loss Account for the year ended on that date along with the Reports of Directors and Auditors thereon be and are hereby received, approved and adopted."

Thereafter Chairman invited the members to raise queries, if any.

The members present raised various queries related to the Annual Accounts of the Company for the year ended 31st March, 2013 and the working of the company.

After satisfactorily replying to all the queries, the Chairman put the resolution to vote on show of hands and declared the same as being carried unanimously.

ITEM NO. 2 - RE-APPOINTMENT OF MR. R.G. GANERIWALA AS DIRECTOR

Mrs. Shikha Saha proposed and Mr. Amit Kumar Banerjee seconded the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 256 of the Companies Act, 1956 and any other applicable provisions, if any, Mr. R.G. Ganeriwala who retires by rotation at this meeting and who is eligible for re-appointment be and is hereby re-appointed as a director of the Company."

Thereafter, the Chairman put the resolution to vote on show of hands and declared the same as being carried unanimously.

ITEM NO. 3 - RE-APPOINTMENT OF STATUTORY AUDITORS

Mr. Tarak Nath Chakrabarty proposed and Mr. Suresh Chandra Goel seconded the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT subject to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s S. K. Agrawal & Co., Chartered Accountants, Kolkata, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors plus reimbursement of out of pocket expenses and applicable taxes."

Thereafter, the Chairman put the resolution to vote on show of hands and declared the same as being carried unanimously.

SPECIAL BUSINESS:

ITEM NO. 4 - APPOINTMENT OF MR. ABHIJIT DATTA AS DIRECTOR

Mr. Amit Kumar Banerjee proposed and Mr. M.S. Dey seconded the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Abhijit Datta, who was appointed as an Additional Director by the Board of Directors w.e.f 6th February 2013 and who, pursuant to Section 260 of the Companies Act, 1956 and Article 141 of the Articles of Association of the Company, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, 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."

Thereafter, the Chairman put the resolution to vote on show of hands and declared the same as being carried unanimously.

CHAIRMAN'S
INITIALS

ITEM NO. 5 - INCREASE IN REMUNERATION OF SHRI GIRIJA KUMAR CHOUDHARY

Mr. Amit Kumar Banerjee proposed and Mr. Tarak Nath Chakrabarty seconded the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 269,309, and 310 of the Companies Act, 1956 (the Act) read with Schedule XIII and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and approvals as may be necessary, the consent and approval of the Company be and is hereby accorded for revision in remuneration of Shri Girija Kumar Choudhary, **Whole-time Director & CFO** with effect from **1st August 2012** for the remaining period of his tenure."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment and /or Agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorised in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule XIII to the Act, in such manner as may be agreed to between the Board of Directors and Shri Girija Kumar Choudhary and, the terms of the aforesaid Agreement shall be suitably modified to give effect to such alteration and/or variation."

Thereafter, the Chairman put the resolution to vote on show of hands and declared the same as being carried unanimously.

VOTE OF THANKS

There being no other business to transact, the meeting concluded with vote of thanks to the chair.

CHAIRMAN**CHAIRMAN'S
INITIALS**

