



emami Infrastructure Limited

Ref: EIL/SECRETARIAL/2016-17/1949

8th March, 2017

The Department of Corporate
Services
BSE Limited
25th Floor,
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 – 400051

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

Dear Sir(s),

Sub: Proceedings of Postal Ballot

Please find herewith enclosed the Minutes of the announcement of results of the resolutions passed through postal ballot/ e-voting by the Company on Wednesday, 1st March, 2017 at the registered office of the Company at "Emami Tower", 2nd Floor, 687 Anandapur, E.M.Bypass, Kolkata – 700 107.

Thanking you,

Yours truly,
For Emami Infrastructure Limited

Payel Jain

Payel Jain
Company Secretary

Encl- As above



MINUTES OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT/ E-VOTING BY EMAMI INFRASTRUCTURE LIMITED ON WEDNESDAY, 1ST MARCH, 2017 AT 5.00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT "EMAMI TOWER", 2ND FLOOR, 687, ANANDAPUR, E.M.BYPASS, KOLKATA -700107

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued Postal Ballot (including E-Voting) Notice dated 9th November, 2016, to the shareholders of the Company to obtain their approval for the following:

1. Related party transaction under Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Contribution and/or donation to bonafide charitable and other funds/activities under section 181 of the Companies Act, 2013.

The Company had engaged Central Depository Services Limited ("CDSL") to provide E-voting facilities to the shareholders of the Company.

The Company had appointed CS Manoj Kumar Banthia (Membership No. ACS 11470 & CP No.7596) as Scrutinizer for conducting the Postal Ballot/ E-Voting process in a fair and transparent manner.

The Notice of Postal Ballot/ E-Voting containing resolution, explanatory statement, Postal Ballot Form, self-addressed business reply envelope, instructions for e-voting along with e-voting used IDs and passwords were sent electronically by email and physically by registered post/speed post to the members whose names appear on the Register of Members/ List of beneficial owners as per the details furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20th January, 2017. The dispatch of the Notice was completed on Saturday, 28th January, 2017. The Notice was intimated to the Stock Exchange on 28th January, 2017 and the same was also sent to the Directors and Statutory Auditors of the Company on 31st January, 2017. The notice has also been placed on the website of the Company.

CHAIRMAN'S
INITIALS

The Company published newspaper advertisement in Financial Express and Ekdin on 29th January, 2017 giving intimation of completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended. As intimated to the members through postal ballot Notice:

- i) Shareholders, whose names appears in the Register of Members as on the cut-off date, i.e., 22nd January, 2017 will be entitled to vote on the resolutions set forth in the Notice.
- ii) Voting period commences on Sunday, 29th January, 2017 and ends on Monday, 27th February, 2017; E-Voting period commences on Sunday, 29th January, 2017 (10:00 A.M) and ends on Monday, 27th February, 2017 (5:00 P.M.);
- iii) Duly completed Postal Ballot Form were supposed to reach Scrutiniser not later than closing hours on 27th February, 2017. Any responses, whether by ballot or electronic vote, that were received after this date & time have been treated as if the same have not been received.

After due scrutiny of all the postal ballots forms and electronic votes received up to the close of the working hours, i.e. 5.00 p.m. on Monday, 27th February, 2017, being the last day fixed by the Company to receive the Postal Ballot forms, the Scrutinizer submitted his report on Wednesday, 1st March, 2017 as under:

- The Company, in aggregate, has received 41 (Forty-One) Postal Ballot forms representing 1,29,516 equity shares of the Company out of which 2 (Two) ballot forms representing 103 equity shares were invalid.
- 21 (Twenty One) members representing 22,82,242 equity shares have cast their votes through e-voting for Resolution No. 1 and 67 (Sixty Seven) members representing 1,63,12,676 equity shares have cast their votes through e-voting for Resolution No. 2. There was no invalid vote through e-voting.
- No shareholders have exercised voting through both the modes.

The combined results for postal ballot and e-voting are as follows:

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MINUTE BOOK



Item no. 1 – Ordinary Resolution—Approval for Related Party Transactions under Regulation 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	19	2282076	38	129338	57	2411414	99.9900
Voted against the resolution	2	166	1	75	3	241	0.0100
Invalid votes	Nil	Nil	2	103	2	103	N.A.

Item no. 2 – Ordinary Resolution—Approval under Section 181 of the Companies Act, 2013 for contribution and/or donation to bonafide charitable and other fund/activities:

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	64	16312310	34	129123	98	16441433	99.9973
Voted against the resolution	3	366	1	75	4	441	0.0027
Invalid votes	Nil	Nil	2	103	2	103	N.A.

CHAIRMAN'S INITIALS

[Signature]

On the basis of the Scrutinizer's Report, Mr. Grijja Kumar Choudhary, Whole-Time Director & CFO of the Company declared that the resolutions in the Postal Ballot Notice dated 9th November, 2016 (as written hereunder), have been passed with requisite majority. The deemed date of passing of the resolutions is the last date specified for receipt of duly completed postal ballot forms / e-voting, i.e., 27th February, 2016.

Item No. 1: Passed as Ordinary Resolution

"RESOLVED THAT in partial modification of the resolution passed by the shareholders at the 8th Annual General Meeting of the Company held on 29th September, 2016 and pursuant to 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 consent and approval of the Company be and is hereby accorded to 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) for the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with related parties within the meaning of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as detailed in table forming part of the Explanatory Statement annexed to this Notice, for financial years commencing from financial year 2016-17.

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 subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board of Directors of the Company, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise

CHAIRMAN'S
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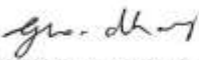
with regard to any of the transactions with the related parties and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

Item No. 2: Passed as Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 181 and 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) the Board of Directors of the Company (hereinafter referred to as "the Board" which shall deem to include any committee thereof) be and are hereby authorised to contribute and/ or donate from time to time, to bonafide charitable and other funds/activities, in any financial year, any amount the aggregate of which shall not exceed five per cent of its average net profits for the three immediately preceding financial years or Rs. 5,00,000/- whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may; in its absolute discretion deem necessary and/ or expedient for implementing and giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

DATE OF SIGNING: 07 MAR 2017


WHOLETIME DIRECTOR & CFO

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