



Ref: EIL/SECRETARIAL/2016-17/1258

25th October, 2016

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 8th Annual General Meeting

Please find herewith enclosed the Minutes of the 8th Annual General Meeting of the Company held on 29th September, 2016 at Emami Tower, 687 Anandapur, E.M.Bypass, Kolkata – 700 107.

Thanking you,

Yours truly,
For **Emami Infrastructure Limited**

Payel Jain
Company Secretary

Encl- As above

MINUTES OF THE MEETING OF THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF EMAMI INFRASTRUCTURE LIMITED HELD ON THURSDAY, 29TH SEPTEMBER 2016 COMMENCED AT 12.00 NOON AT EMAMI TOWER, 687 ANANDAPUR, E. M. BYPASS, KOLKATA - 700 107, WEST BENGAL AND CONCLUDED AT 1.00 P.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

Mr. Debasish Bhaumik, Independent Director

Mr. Girja Kumar Choudhary, Whole-time Director & CFO

Mr. Sanjay Choudhary, Whole-time Director

Members:

In Person including representatives: 125

By Proxy: 34 (Number of shares represented: 6,45,686 Equity shares)

(As per Attendance Register)

Auditors:

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

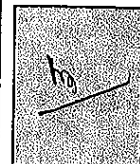
Mr. Saheb Ali, M/S MKB & Associates, Secretarial Auditor

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 8th Annual General Meeting ("AGM") of the Company, in the absence of Mr. Abhijit Datta, Chairman of the Board of Directors as he was out of the country due to his personal reasons. The Chairman introduced all the Directors on the Dias and informed that due to some work, Mr. Rajesh Bansal and Mr. Basant Kumar Parakh were also unable to attend the AGM.
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 8th AGM, Directors' Report and annexures thereto included the Secretarial Audit Report for the financial year ended 31st March 2016, the Audited Consolidated and Standalone Financial Statements and Consolidated and Standalone Audit Report for the financial year ended 31st March 2016, 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. Sanction of Scheme of Amalgamation between the Company and its wholly-owned subsidiaries, Emami Realty Limited and Emami Rainbow Niketan Private Limited and its benefits and impact.
 - b. Ongoing and future projects of the Company
 - c. Performance of the Company during the financial year 2015-16
5. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice dated 11th August, 2016 convening the 8th AGM & Explanatory statement annexed thereto, the Directors' Report along with annexures thereto and the Annual Accounts for the financial year 2015-16, 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 also informed that the Secretarial Audit Report also does not contain any qualifications, observations or comments.
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 M/S 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, 26th September, 2016 from 10:00 a.m. (IST) and ends on Wednesday, 28th September, 2016 5:00 p.m. (IST) and members have already exercised their vote by using the e-voting facility. Further shareholders who are

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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 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 31st March, 2016 together with the Reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted."

Mr. S. S. Koley proposed and Mr. Asim Roy seconded the resolution.

II. As ordinary resolution

Reappointment of Mr. Basant Kumar Parakh who retires by rotation

"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. Binoy Kumar Ghosh proposed and Mr. S. C. Goel seconded the resolution.

III. As Ordinary Resolution

Ratification of appointment of M/S S. K. Agrawal & Co., as Statutory Auditors for financial year 2016-17

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“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.”

Mr. S. C. Goel proposed and Mr. S. S. Koley seconded the resolution.

SPECIAL BUSINESS

IV. As Ordinary Resolution

Appointment of Mr. Debasish Bhaumik as an Independent Director

“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.”

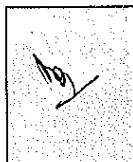
Mr. Binoy Kumar Ghosh proposed and Mr. S. S. Koley seconded the resolution.

V. As Special Resolution

Appointment of Mr. Rajesh Bansal as Whole-time Director

“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

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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.

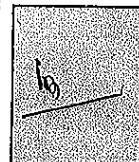
RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

Mr. S. S. Koley proposed and Mr. Binoy Kumar Ghosh seconded the resolution.

VI. As Special Resolution

Appointment of Mr. Sanjay Choudhary as Whole-time Director

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"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 Companies Act, 2013 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."

Mr. S. C. Goel proposed and Mr. Binoy Kumar Ghosh seconded the resolution.

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VII. As Special Resolution**Increase in remuneration payable to Mr. Girja Kumar Choudhary, Whole-time Director**

"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 Companies Act, 2013.

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."

Mr. S. S. Koley proposed and Mr. Binoy Kumar Ghosh seconded the resolution.

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VIII. As Ordinary Resolution**Sub-division of Authorised Share Capital of the Company**

"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."

Mr. S. S. Koley proposed and Mr. S.C. Goel seconded the resolution.

IX. As Special Resolution**Increase in borrowing limits of the Company**

"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"

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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 Rs. 4000 Crores and that borrowings made by the Company and/or Emami Realty Limited (since amalgamated with the Company), if 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."

Mr. Binoy Kumar Ghosh proposed and Mr. Bimal Kanti Roy seconded the resolution.

X. As Special Resolution

Authority to create charge/ mortgage on the assets/ properties of the Company

"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

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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."

Mr. Binoy Kumar Ghosh proposed and Mr. Bimal Kanti Roy seconded the resolution.

XI. As Ordinary Resolution

Approval to related party transactions

"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."

Mr. S. C. Goel proposed and Mr. Abhijit Ghosh Roy seconded the resolution.

XII. As Special Resolution

Authority to issue Non-Convertible Debentures

"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

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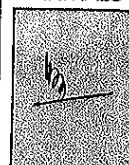
Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to directions and / or regulations 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."

Mr. S. C. Goel proposed and Mr. Binoy Kumar Ghosh seconded the resolution.

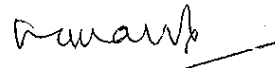
10. After the above resolutions were proposed and seconded, the Chairman invited the Members to offer their comments or seek clarifications, if any, on the Annual Report and accounts of the Company.
11. Mr. Binay Kumar Ghosh and Mr. S. C. Goel, members present, raised queries on the Annual Accounts of the Company. Another member has shared his views that the realty sector will witness proper growth enabling the Company to declare dividend in future.
12. On request of the Chairman, Mr. Girja Kumar Choudhary, Whole-time Director & CFO, replied to the queries of the Members to their satisfaction.

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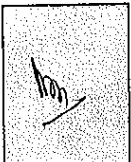


13. The Chairman thereafter ordered Poll on all the resolutions for the Ordinary and Special business as set out in items numbers 1 to 12 of the Notice and informed that voting on Poll will be taken immediately after the closure of the meeting at the venue and the polling remained open for next 20 minutes, to enable the Members and Proxy holders participating in the Poll to cast their votes.
14. Pursuant to the powers conferred under Section 109(5) of the Companies Act, 2013, the Chairman appointed Mr. Saheb Ali, Partner of M/S MKB & Associates, Practicing Company Secretaries as Scrutinizer for ensuring voting being carried out in fair and transparent manner.
15. The Chairman announced that combined Results of remote e-voting done previously and e-voting at the AGM, would be available on Website of the Company, CDSL and also on the website of the Stock Exchanges.
16. The business before the 8th Annual General Meeting having been transacted, the Chairman thanked the august gathering and declared the Meeting as concluded. Mr. Binay Kumar Ghosh proposed vote of thanks to the Chair.

DATE OF ENTRY: 25TH OCTOBER, 2016
DATE OF SIGNING: 25TH OCTOBER, 2016
PLACE: KOLKATA


CHAIRMAN

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8th Annual General Meeting held on 29th September, 2016

Declaration of Result of Remote e-voting and Ballot at the meeting

The Scrutinizer's report dated 1st October, 2016, *inter alia* containing the results of remote e-voting and voting through Ballot Paper conducted at the 8th Annual General Meeting was presented by the Scrutinizer to the Chairman on 1st October, 2016 in terms of which all resolutions as set out in the Notice convening the 8th 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 Mr. Manoj Kumar Banthia 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
ORDINARY BUSINESS				
Item No.1 as an Ordinary Resolution: 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				
(1) Voted in favour of the resolution	16732983	1167	16734150	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	1167	16734197	100.00%
(3) Invalid votes:	0	984	984	NA
Item No. 2 as an Ordinary Resolution: 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.				
(1) Voted in favour of the resolution	16732983	1167	16734150	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	1167	16734197	100.00%
(3) Invalid votes:	0	984	984	NA

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Item No.3 as an Ordinary Resolution To ratify the appointment of M/s. S. K. Agarwal & Co., Chartered Accountants (Firm Registration No. 306033E) as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors.

(1) Voted in favour of the resolution	16732983	1157	16734140	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	1157	16734187	100.00%
(3) Invalid votes:	0	984	984	NA

SPECIAL BUSINESS

Item No.4 as an Ordinary Resolution: To appoint Mr. Debasish Bhaumik (DIN: 06933306) as an Independent Director of the Company, for a term of five years with effect from 22nd July, 2016 and whose office shall not be liable to determination by retirement of Directors by rotation.

(1) Voted in favour of the resolution	16732983	567	16733550	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	567	16733597	100.00%
(3) Invalid votes :	0	984	984	NA

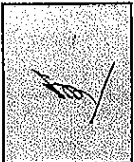
Item No. 5 as a Special Resolution: To appoint Mr. Rajesh Bansal (DIN: 00645035) as Director of the Company liable to retire by rotation and to appoint him as a Whole Time Director of the Company with effect from 22nd July, 2016 till 9th August, 2018 on such conditions as enumerated in the Agreement dated 22nd July, 2016.

(1) Voted in favour of the resolution	2640173	1167	2641340	99.9982%
(2) Voted against the resolution	47	0	47	Negligible
Total	2640220	1167	2641387	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 6 as a Special Resolution: To appoint Mr. Sanjay Choudhary (DIN 00669470) as Director of the Company liable to retire by rotation and to appoint him as a Whole Time Director of the Company with effect from 22nd July, 2016 till 31st March, 2018 on such conditions as enumerated in the Agreement dated 22nd July, 2016.

(1) Voted in favour of the resolution	16732983	966	16733949	99.9997%
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CHAIRMAN'S
INITIALS



(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	966	16733996	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 7 as a Special Resolution: To approve payment of revised remuneration to Mr. Girja Kumar Choudhury during his term of office as whole time director & CFO of the Company on such conditions as enumerated in the Supplementary Agreement dated 22nd July, 2016.

(1) Voted in favour of the resolution	16732983	966	16733949	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	966	16733996	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 8 as an Ordinary Resolution: To approve sub-division of 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 into 1,02,50,000 Equity Shares of the face value of Rs. 2/- each and consequent amendment in the Memorandum of Association of the Company.

(1) Voted in favour of the resolution	16732983	566	16733549	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	566	16733596	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 9 as a Special Resolution: To approve borrowing funds (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) not exceeding Rs. 4000 crore.

(1) Voted in favour of the resolution	16732983	966	16733949	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	966	16733996	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 10 as a Special Resolution: To approve creation of charge by way of mortgage, etc. on the movable and / or immovable assets and properties of the Company, subject to the limits approved u/s 180(1)(c) of the Act.

(1) Voted in favour of the resolution	16732883	566	16733449	99.9991%
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CHAIRMAN'S
INITIALS



(2) Voted against the resolution	147	0	47	Negligible
Total	16733030	566	16733596	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 11 as an Ordinary Resolution: To approve related party transaction u/s 188 of the Act as detailed in table forming part of the Explanatory Statement annexed to the Notice of AGM.

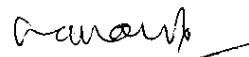
(1) Voted in favour of the resolution	2640073	966	2641039	99.9944%
(2) Voted against the resolution	147	0	47	Negligible
Total	2640220	966	2641186	100.00%
(3) Invalid votes :	0	984	984	NA

Item No. 12 as a Special Resolution: To approve issue/offer/invite for subscription of Non-Convertible Debentures ('NCDs') which shall not exceed the overall borrowing limits of the Company as may be approved by the Members from time to time, whether listed or unlisted, on private placement basis,

(1) Voted in favour of the resolution	16732983	966	16733949	99.9997%
(2) Voted against the resolution	47	0	47	Negligible
Total	16733030	966	16733996	100.00%
(3) Invalid votes :	0	984	984	NA

Based on the Report of the Scrutinizers, all Resolutions as set out in the Notice of 8th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

DATE OF ENTRY: 25th OCTOBER, 2016
 DATE OF SIGNING: 25th OCTOBER, 2016
 PLACE: KOLKATA


 CHAIRMAN

CHAIRMAN'S
INITIALS

