



emami* Infrastructure Limited

Ref: EIL/SECRETARIAL/2017-18/1541

21st January, 2018

The General Manager
Department of Corporate
Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
Security Code: 533218

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-700 001

Symbol: EMAMIINFRA

Scrip Code: 015214

Dear Sirs / Madam,

Subject: Summary of proceedings of the meetings of Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders of Emami Infrastructure Limited convened and held on Saturday, 20th January, 2018 pursuant to the Order dated 11th December, 2017 passed by the National Company Law Tribunal, Bench at Kolkata for approving the proposed Scheme of Amalgamation between Zandu Realty Limited and Emami Infrastructure Limited and their respective shareholders and creditors ("Scheme")

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the summary of proceedings of the meetings of Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders of Emami Infrastructure Limited convened and held on Saturday, 20th January, 2018 at 11.00 a.m, 12.00 noon, 1.00 p.m. and 2.00 p.m. respectively at Emami Tower, 687, Anandapur, E. M. Bypass, Kolkata-700107, pursuant to the Order dated 11th December, 2017 passed by the National Company Law Tribunal, Bench at Kolkata. We request you to please take the same on record.

For Emami Infrastructure Limited



Payel Jain
Company Secretary
ACS 22418

Encl: As above



Summary of proceedings of the meetings of Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders of Emami Infrastructure Limited convened and held on Saturday, 20th January, 2018 pursuant to the Order dated 11th December, 2017 passed by the National Company Law Tribunal, Bench at Kolkata ("NCLT")

The NCLT convened meetings of Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders [**meetings**] were held on Saturday, 20th January, 2018 at 11.00 a.m, 12.00 noon, 1.00 p.m. and 2.00 p.m. respectively at Emami Tower, 687, Anandapur, E. M. Bypass, Kolkata-700107.

Mr. A. K. Tripathi, Ex-Member, Company Law Board, who was appointed as the Chairman for the aforementioned meetings by the NCLT vide its Order dated 11th December, 2017, presided over the meetings. The requisite quorum being present, the Chairman called the meetings to order.

The Chairman welcomed the respective Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders and informed them that the meetings have been convened pursuant to the Order dated 11th December, 2017 passed by the Hon'ble National Company Law Tribunal, Bench at Kolkata ("NCLT") to approve the Scheme of Amalgamation between Zandu Realty Limited and Emami Infrastructure Limited and their respective shareholders and creditors ("Scheme").

The respective Notices of each meetings, Explanatory Statement under Section 230(3) of the Companies Act, 2013 and the Scheme along with other accompanying documents were dispatched to all the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders as per the directions contained in the Order. With the permission of the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders, the respective Notices convening the meetings including the proposed resolutions were taken as read.

The Chairman further informed the Equity Shareholders that in terms of the applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided them, the facility to cast their vote through postal ballot and e-voting system administered by Central Depository Services (India) Limited ("CDSL"). The Chairman informed the Secured Creditors, Unsecured Creditors and Debenture Holders that the Company had provided them, the facility to cast their vote through postal ballot.

He further mentioned that the Company has provided the facility of voting at the Meeting through Ballot papers for those Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders who did not exercise their vote through postal ballot or e-voting system, as the case may be.

The Chairman also informed that Mr. Mohan Ram Goenka, Practicing Company Secretaries (FCS: 4515; CP: 2551), was appointed as the Scrutinizer to conduct the postal ballot and e-voting process and voting at the Meeting in a fair and transparent manner.





The Chairman then invited queries / clarifications from Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders on the proposed resolution. There were generic questions asked by the shareholders which were responded by the Chairman of the meeting and the Whole-time Director & CFO of Emami Infrastructure Limited.

The Chairman requested the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders to cast their vote on the proposed resolution. After the completion of voting at the respective meetings, the Chairman informed the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders that the results of the voting will be subsequently disseminated within the stipulated time.

The Chairman then concluded the meetings with vote of thanks to all the Equity Shareholders, Secured Creditors, Unsecured Creditors and Debenture Holders for attending and participating in the respective meetings.

For Emami Infrastructure Limited

Payel Jain

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Company Secretary
ACS 22418

