



ERL/EIL/2010-11/510

Date:-13/10/2010

The Secretary
The Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

Pursuant to clause 31(d) of the Listing Agreement of the company with the Exchange, we enclose herewith the minutes of the proceedings of the Second Annual General Meeting of the Company, which is self explanatory in nature.

Thanking You,

Yours truly,

For **Emami Infrastructure Ltd.**

Abhinav Dan

Company Secretary

Cc:-

The Secretary The National Stock Exchange Limited Exchange Plaza, Bandra Kurla Complex Bandra (E) Mumbai – 400 051.	The Secreatry The Calcutta Stock Exchange Ltd. 7, Lyons Range Kolkata- 700 001
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Encl-As above

MINUTES OF THE PROCEEDINGS OF THE 2ND ANNUAL GENERAL MEETING OF THE MEMBERS OF EMAMI INFRASTRUCTURE LIMITED HELD AT SCIENCE CITY (MINI AUDITORIUM), J.B.S. HALDANE AVENUE, KOLKATA- 700 046 ON THURSDAY 16TH DAY OF SEPTEMBER 2010 AT 11.30 A.M.

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Members Present: In Person: 134 (As per the Attendance Register)

By Proxy: 25 (Do)

Directors Present:

1.	Shri Krishna Kumar Khemka	Chairman of the Meeting & Audit Committee
2.	Shri Raj K. Sureka	Director
3.	Shri Prashant Goenka	Director
4.	Shri Adiya Vardhan Agarwal	Director
5.	Shri Amar Bhalotia	Director
6.	Shri Ram Gobind Ganeriwal	Director

In Attendance: Shri Girija Choudhary, Chief Financial Officer
Shri Abhijit Dan, Company Secretary & Compliance Officer

Chairman:

Shri Krishna Kumar Khemka was elected as the Chairman of the meeting by the directors present and presided over the meeting.

Quorum:

Since, the adequate quorum was present the Chairman declared the meeting to be in order and started the proceedings of the meeting.

Business of the Meeting:

All the Statutory Registers of the Company required to be maintained under the various provisions of the Companies Act, 1956, were kept open and accessible for inspection by the members present.

The Chairman extended a very warm welcome to the shareholders present at the meeting and delivered a speech addressing the shareholders of the company.

With consent of the shareholders present at the Meeting, the Notice convening the 2nd Annual General Meeting of the Company and the Directors' Report having already been circulated to the shareholders, were taken as read.

The Auditor's Report on the Annual Accounts of the Company as at 31st March 2010 was read.

Adoption of Accounts

Shri Tarak Nath Chakrabarty proposed and Shri Bharat Kumar Mehta seconded the following resolution as an **ordinary resolution**:

"Resolved That the audited Profit and Loss Account of the Company for the year ended 31st March, 2010 and the Balance Sheet as at that date together with the Reports of Directors and Auditors thereon be and are hereby received, approved and adopted."

Before putting the resolutions for voting the Chairman invited queries/questions from the members present on the Annual Accounts of the Company for the year ended 31st March 2010. The member present raised various queries on the accounts and future planning of the company. The Chairman thanked the members for their comments and suggestions and thereafter replied the members to their satisfaction.

Thereafter the motion was put on vote and on a voting by show of hands it was carried unanimously.

Re-Appointment of Directors

Shri Arup Kumar Das proposed and Shri Suresh Chandra Goel seconded the following resolution as an **ordinary resolution**:

"Resolved That Shri Rajesh Bagaria Director of the Company who retires by rotation and being eligible offer himself for re-appointment be and is hereby re-appointed as director of the company."

Re-appointment of Auditors

Shri Tarak Nath Chakrabarty proposed and Shri RadheShyam Sharma seconded the following resolution as an **ordinary resolution**:

"Resolved that M/s. S. K. Agrawal & Co., Chartered Accountants, be and are hereby re-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 remuneration to be decided by the Board of Directors of the Company.

The motion was then put to vote and on a voting by show of hands it was carried unanimously.

Special Business:

Appointment of Shri Aditya Vardhan Agarwal

Special Business:

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Shri Shyam Lal Rathi seconded the following resolution as an **ordinary resolution**

"Resolved that Shri Aditya Vardhan Agarwal, who is appointed as an Additional Director w.e.f. 25th January, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

Appointment of Shri Prashant Goenka

Special Business:

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Shri Bharat Kumar Mehta seconded the following resolution as an **ordinary resolution**:

"Resolved that Shri Prashant Goenka, who is appointed as an Additional Director w.e.f. 25th January, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

Appointment of Shri Krishna Kumar Khemka

The following **Special Business** was conducted by Shri Raj K Sureka as the Chairman as it was related to the appointment of Shri Krishna Kumar Khemka:

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Shri Madhu Sudan Dey seconded the following resolution as an **ordinary resolution**:

"Resolved that Shri Krishna Kumar Khemka, who is appointed as an Additional Director w.e.f. 25th January, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

Appointment of Shri Amar Bhalotia

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Sarbananda Gattani seconded the following resolution as an **ordinary resolution**:

"Resolved that Shri Amar Bhalotia, who is appointed as an Additional Director w.e.f. 25th January, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

Appointment of Shri Ram Gobind Ganeriwala

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Bharat Kumar Mehta seconded the following resolution as an **ordinary resolution**:

"Resolved that Shri Ram Gobind Ganeriwala, who is appointed as an Additional Director w.e.f. 25th January, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

Appointment of Shri Hari Mohan Marda

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Suresh Chandra Goel seconded the following resolution as an **ordinary resolution**:

"Resolved that Shri Hari Mohan Marda, who is appointed as an Additional Director w.e.f. 25th January, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

Appointment of Shri Abhijit Datta

Emami Capital Markets Limited (Represented by Shri Mohit Mall) proposed and Arup Kumar Das seconded the following resolution as an **ordinary resolution**:

"Resolved that Shri Abhijit Datta, who is appointed as an Additional Director w.e.f. 9th July, 2010, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act,

1956 be and is hereby appointed as a Director of the Company and the period of his office be liable to retirement by rotation."

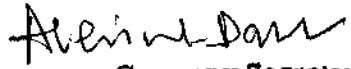
As there being no other business to transact, the Chairman after giving heartily thanks to the Members for their co-operation and support concluded the 2nd Annual General Meeting of the Company.

Sd/-

Chairman

CERTIFIED TRUE COPY

For Emami Infrastructure Limited


Company Secretary