



Ref: ERL/EIL/SECRETARIAL/2014-15/771

September 05, 2014

The General Manager
Department of Corporate
Services
BSE Limited
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 – 400 051.

The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range
Kolkata- 700 001

Dear Sir,

Sub: Outcome of 6th Annual General Meeting

This is to inform you that at the 6th Annual General Meeting Members of the Company held today, all resolutions mentioned in the Notice dated May 30, 2014 has been passed with requisite majority. A brief summary of the resolutions passed are as under:

Ordinary Business:

1. Audited Financial Statements for the financial year ended 31st March, 2014 together the reports of the Directors and Auditors thereon were adopted.
2. Mr. Basant Kumar Parakh, who retired by rotation and being eligible, offered himself for re-appointment has been re-appointed as a Director of the Company.
3. M/s. S. K. Agrawal & Co., Chartered Accountants has been appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 11th AGM of the Company, subject to ratification by shareholders annually at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of audit.

Special Business:

4. Mr. Abhijit Datta has been appointed as an Independent Director designated as Chairman of the Company to hold office for a term upto March 31, 2019.
5. Mr. Ram Gobind Ganeriwala has been appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019.
6. Mr. Hari Mohan Marda has been appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019.
7. Mr. Amar Bhalotia has been appointed as an Independent Director of the Company to hold office for a term upto March 31, 2019.
8. Alteration to Articles of Association of the Company has been approved.



9. Revision in remuneration of Mr. Girija Kumar Choudhary, Whole-time Director & CFO of the Company has been approved.
10. The Board of Directors has been authorized to borrow money under section 180(1)(c) of the Companies Act, 2013 upto the limit of ₹500 Crores
11. The Board of Directors has been authorized to make investment under section 186 of the Companies Act, 2013 upto the limit of ₹200 Crores

A copy of the Report submitted by Mr. Manoj Kumar Banthia, Practicing Company Secretary, who was appointed as Scrutinizer for e-voting, is enclosed herewith.

This is for your kind information and record.

Thanking you
Yours truly,
For Emami Infrastructure Limited


Payel Jain
Company Secretary





Manoj Kumar Banthia
Company Secretary

MKB & Associates

SHANTINIKETAN | 5TH FLOOR | ROOM NO. 511 | 8, CAMAC STREET | KOLKATA-700 017
TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

SCRUTINIZER'S REPORT

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]*

To
The Chairman
Emami Infrastructure Limited
Emami Tower, 2nd Floor,
687 Anandapur, E. M. Bypass
Kolkata – 700 107

Sub: Scrutinizer's Report on E-voting at the 6th Annual General Meeting of Emami Infrastructure Limited to be held on 5th September, 2014 at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107.

I, Manoj Kumar Banthia, Proprietor of M/s MKB & Associates, Practicing Company Secretary, appointed by the Board of Directors of **Emami Infrastructure Limited** ("the Company") to act as the Scrutinizer in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the electronic voting process in respect of the Resolutions proposed at the 6th Annual General Meeting of the Company vide Notice dated May 30, 2014, do hereby submit my report as follows;

1. The e-voting services were provided by Central Depository Securities Limited (CDSL).
2. Voting rights were reckoned on the shares registered in the names of the Members as on Friday, 18th July, 2014.
3. The period for e-voting had commenced at 10.00 a.m. on Thursday, 28th August, 2014 and ended at 6.00 p.m. on Saturday, 30th August, 2014 and the e-voting platform was disabled thereafter.
4. The votes cast were unblocked on Monday, 1st September, 2014 at 11.00 a.m. in the presence of 2 witnesses, Mr. Saheb Ali and Ms. Swetha Vijayakumar, who are not in the employment of the Company.
5. I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from CDSL's e-voting website www.evotingindia.com, and the results of e-voting are as under; percentages have been taken up to two decimals.





Manoj Kumar Banthia
Company Secretary

MKB & Associates

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Ordinary Businesses:

Item no. 1 – Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2014 together with the Reports of the Directors and the Auditors thereon.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 2 – Ordinary Resolution to appoint a director in place of Mr. Basant Kumar Parakh (holding DIN 00103176) who retires by rotation, and being eligible, offers himself for re-appointment.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 3 – Ordinary Resolution for appointment of M/s. S. K. Agrawal & Co, Chartered Accountants (Registration No. 306033E) as the Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors in consultation with the Auditors and pursuant to the recommendations of the Audit Committee.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil





Special Businesses:

Item no. 4 – Ordinary Resolution to appoint Mr. Abhijit Datta (DIN: 00790029) as an Independent Director designated as Chairman of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,956	99.98%	57.79%
Voted against the resolution	3,035	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 5 – Ordinary Resolution to appoint Mr. Ram Gobind Ganeriwala (DIN: 00863042) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 6 – Ordinary Resolution to appoint Mr. Hari Mohan Marda (DIN: 00855466) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation.

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil





Manoj Kumar Banthia
Company Secretary

MKB & Associates

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Item no. 7 – Ordinary Resolution to appoint Mr. Amar Bhalotia (DIN: 00642662) as an Independent Director of the Company to hold office for a term up to 31st March, 2019 and who shall not henceforth be liable to retire by rotation

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 8 – Special Resolution under section 14 of the Companies Act, 2013 for alteration of Articles of Association of the Company

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 9 – Special Resolution seeking approval of members under Section 196, 197, 198 and 203 of the Companies Act, 2013 r.w. Schedule V for payment of revised remuneration to Mr. Girija Kumar Choudhary, Whole Time Director & CFO of the Company

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,853	99.98%	57.79%
Voted against the resolution	3,138	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no. 10 – Special Resolution seeking approval of members under section 180(1)(c) of the Companies Act, 2013 for borrowing up to an amount not exceeding Rs.500 Crores

	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the	1,40,40,953	99.98%	57.79%





Manoj Kumar Banthia
Company Secretary

MKB & Associates

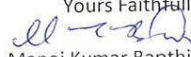
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TEL : 91 - 33 - 2282 1348, 3052 1719 | E-mail : mbanthia2010@gmail.com

resolution			
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

Item no.11 – Special Resolution seeking approval of members under section 186 of the Companies Act, 2013 for making investments for an aggregate amount not exceeding Rs.200 Crores.

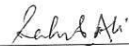
	Number of votes cast	% of total number of votes cast	% of vote to total number of shares
Voted in favour of the resolution	1,40,40,953	99.98%	57.79%
Voted against the resolution	3,038	00.02%	00.01%
Invalid votes	Nil	Nil	Nil

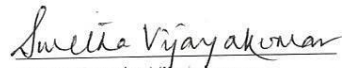
Thanking You,

Yours Faithfully

Manoj Kumar Banthia
Company Secretary
Membership No.: 11470
COP No.: 7596

Date: September 01, 2014
Place: Kolkata

We, the undersigned, have witnessed that the votes were unblocked from CDSL's e-voting website www.evotingindia.com in our presence on Monday, September 01, 2014.


Name: Saheb Ali
Address: M/s MKB & Associates
Shantiniketan Building,
8, Camac Street,
5th Floor, Room no. 511,
Kolkata – 700017


Name: Swetha Vijayakumar
Address: M/s MKB & Associates
Shantiniketan Building,
8, Camac Street,
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