



emami* Infrastructure Limited

Ref: EIL/SECRETARIAL/2016-17/1134

01/10/2016

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: Declaration of Voting results of 8th Annual General Meeting held on 29th September, 2016

With reference to the above captioned subject and further to our letter dated 29th September, 2016, we wish to inform that, at the 8th Annual General Meeting ("AGM") of the Company held on 29th September, 2016 at Tower, 687 Anandapur, E.M.Bypass, Kolkata – 700107, all the resolutions from Agenda Item No.1 to 12 of the Notice dated 11th August, 2016 were passed with requisite majority.

In this regard, please find enclosing the following:

- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – 1**.
- (2) Report of Scrutinizer dated 1st October, 2016, pursuant of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.
- (3) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations duly approved and adopted by the members at the AGM as **Annexure - 3**.

Please also note the consolidated report of the remote e-voting and poll will also be put on the company's website.

This is for your information and record.

Thanking you

Yours truly,

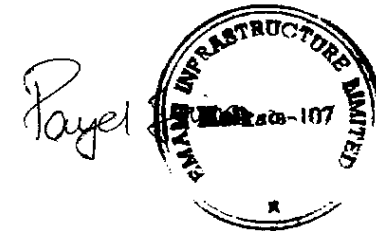
For Emami Infrastructure Limited

Payel Jain

Company Secretary

Annexure – 1


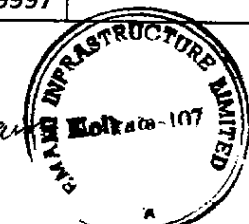
Emami Infrastructure Limited – 8th AGM (Voting Results)	
Date of AGM	29th September, 2016
Total number of shareholders on record date – 22.09.2016	12,508
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	45
Public:	114
No. of shareholders present in the meeting through Video Conferencing:	Not applicable
Promoter and Promoter Group:	
Public:	



AGENDA – WISE DISCLOSURE

1. 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

Resolution Required:					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		1,167	0.01	1,167	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,387	25.92	26,41,340	47	99.9982	0.0018
Total		242,98,392	167,34,197	68.87	167,34,150	47	99.9997	0.0003

2. 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.


Resolution Required:					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		1,167	0.01	1,167	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,387	25.92	26,41,340	47	99.9982	0.0018
Total		242,98,392	167,34,197	68.87	167,34,150	47	99.9997	0.0003

Payel Jaiswal




3. 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.

Resolution Required:					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		1,157	0.01	1,157	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,377	25.92	26,41,330	47	99.9982	0.0018
Total		242,98,392	167,34,187	68.87	167,34,140	47	99.9997	0.0003

Payel J. 

4. 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.


Resolution Required:					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		567	0.01	567	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,40,787	25.91	26,40,740	47	99.9982	0.0018
Total		242,98,392	167,33,597	68.87	167,33,550	47	99.9997	0.0003

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5. 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.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		1,167	0.01	1,167	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,387	25.92	26,41,340	47	99.9982	0.0018
Total		242,98,392	26,41,387	10.87	26,41,340	47	99.9982	0.0018


Rajesh Jain



6. 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.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		966	0.01	966	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,186	25.92	26,41,139	47	99.9982	0.0018
Total		242,98,392	167,33,996	68.87	167,33,949	47	99.9997	0.0003

Payel



7. 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.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		966	0.01	966	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,186	25.92	26,41,139	47	99.9982	0.0018
Total		242,98,392	167,33,996	68.87	167,33,949	47	99.9997	0.0003


Payel



8. 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.

Resolution Required:					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		566	0.01	566	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,40,786	25.91	26,40,739	47	99.9982	0.0018
Total		242,98,392	167,33,596	68.87	167,33,549	47	99.9997	0.0003


Payel



9. 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.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		966	0.01	966	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,186	25.92	26,41,139	47	99.9982	0.0018
Total		242,98,392	167,33,996	68.87	167,33,949	47	99.9997	0.0003


Payel Jain



10. 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.

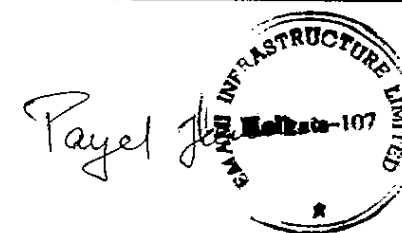
Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,073	147	99.9944	0.0056
	Poll		566	0.01	566	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,40,786	25.91	26,40,639	147	99.9944	0.0056
Total		242,98,392	167,33,596	68.87	167,33,449	147	99.9991	0.0009

Payel Jain




11. 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.

Resolution Required:					Ordinary Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Yes			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	-	-	-	-	-	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,073	147	99.9944	0.0056
	Poll		966	0.01	966	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,186	25.92	26,41,039	147	99.9944	0.0056
Total		242,98,392	26,41,186	10.87	26,41,039	147	99.9944	0.0056



12. 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.

Resolution Required:					Special Resolution			
Whether promoter / promoter group are interested in the agenda/ resolution?					Not Applicable			
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)*100]	(4)	(5)	(6) = [(4)/(2)*100]	(7) = [(5)/(2)*100]
Promoter and Promoter Group	E-Voting	141,07,511	140,92,810	99.90	140,92,810	-	100.00	-
	Poll		-	-	-	-	0	-
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		140,92,810	99.90	140,92,810	-	100.00	-
Public	E-Voting	101,90,881	26,40,220	25.91	26,40,173	47	99.9982	0.0018
	Poll		966	0.01	966	-	100.00	0.0000
	Postal Ballot		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		26,41,186	25.92	26,41,139	47	99.9982	0.0018
Total		242,98,392	167,33,996	68.87	167,33,949	47	99.9997	0.0003

Payel Jain




SCRUTINIZER'S REPORT

ANNEXURE 2

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015]

1st October, 2016

To

The Chairman of the 8th (Eighth) Annual General Meeting (AGM) of Members of Emami Infrastructure Limited (CIN:L45400WB2008PLC121426), held on Thursday, 29th day of September, 2016 at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata - 700 107 at 12:00 Noon.

Dear Sir,

I, Manoj Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Emami Infrastructure Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and voting by use of ballot at the Annual General Meeting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings in respect of the below mentioned Resolutions proposed at the 8th Annual General Meeting of the Company held on Thursday, 29th September, 2016 at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata - 700 107 at 12:00 Noon, do hereby submit my report as follows:

- (a) The Notice dated 11th August, 2016 convening the 8th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent by 3rd September, 2016 to the members of the Company.





- (b) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 22th September, 2016 were entitled to vote on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, 26th September, 2016 at 10:00 A.M. (IST) and ended on Wednesday, 28th September, 2016 at 5:00 P.M. (IST).
- (e) The member and/or their proxy at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting as stated above.
- (f) After conclusion of voting at the 8th Annual General Meeting, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Miss. Pritha Bose and Miss. Aishwarya Banthia, who acted as witnesses in accordance with Rule 20 the Companies (Management & Administration) Rules, 2014.
- (g) Thereafter, the details containing inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the e-voting website of CSDL, <http://www.evotingindia.com> in respect of remote e-voting.





- (h) 67 Members have cast their votes through remote e-voting and all such votes are valid. 28 Members and/or their proxy have cast their votes on certain resolutions through poll at the AGM venue, out of which 6 ballots are invalid.

I now submit my consolidated report as under on the result of the remote e-voting and poll conducted at the meeting.

	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 31 st 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

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



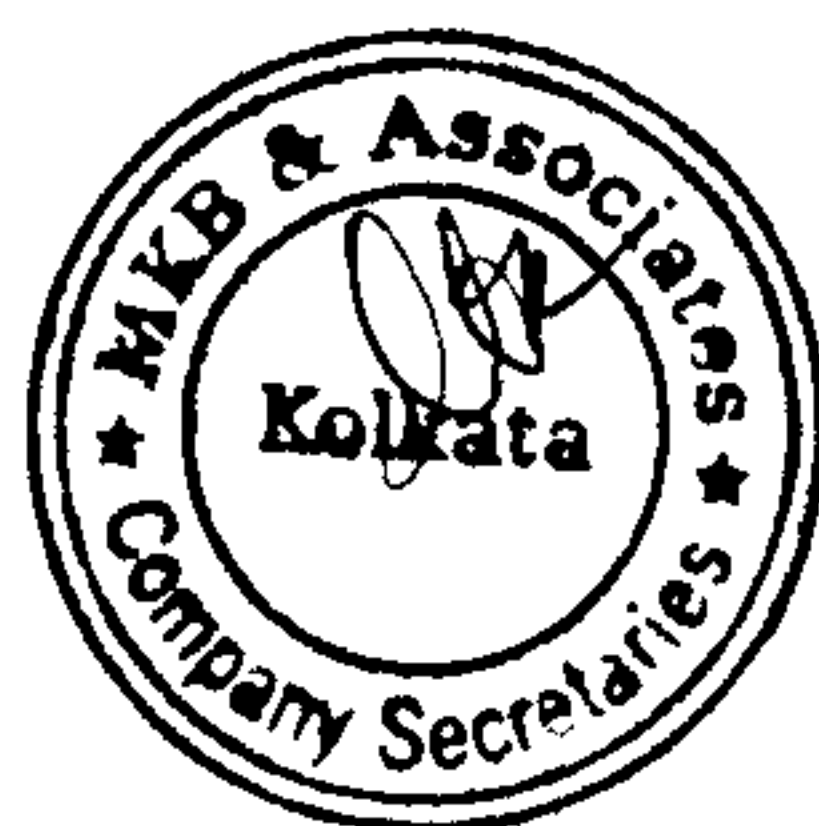


Item No. 6 as a Special Resolution: To appoint Mr. Sanjay Choudhary (DIN 00669470) as Director of the Company liable to retire by rotation and to appoint him as a Whole Time Director of the Company with effect from 22nd July, 2016 till 31st March, 2018 on such conditions as enumerated in the Agreement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

(1) Voted in favour of the resolution	16732983	966	16733949	99.9997%
(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



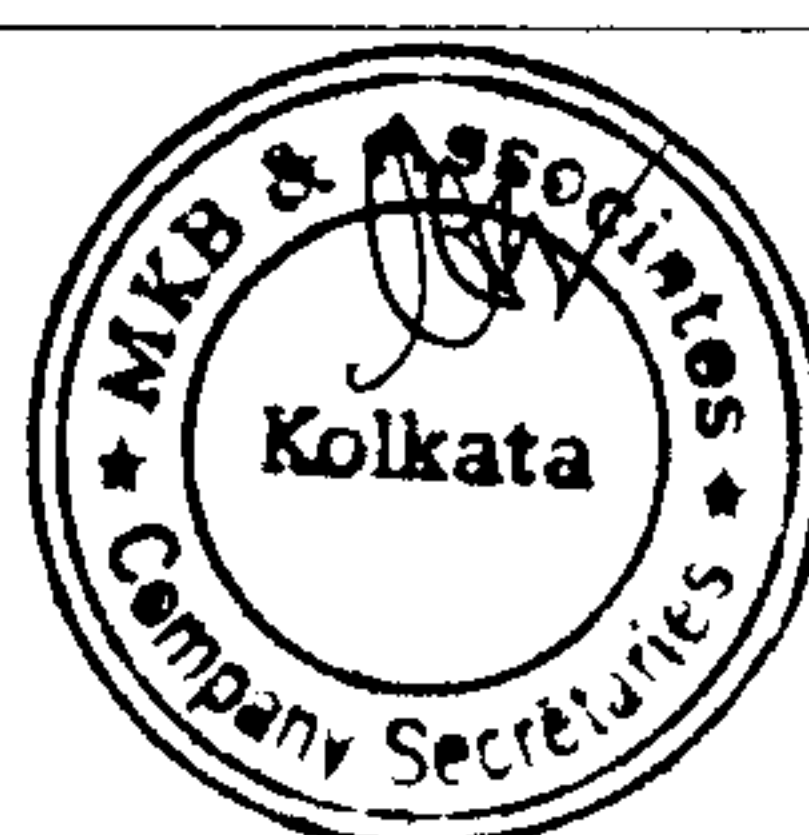


Item No. 8 as an Ordinary Resolution: To approve sub-division of 20,50,000 equity shares of Rs. 10/- each in the Authorised Share Capital of the Company, transferred on amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited into 1,02,50,000 Equity Shares of the face value of Rs. 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



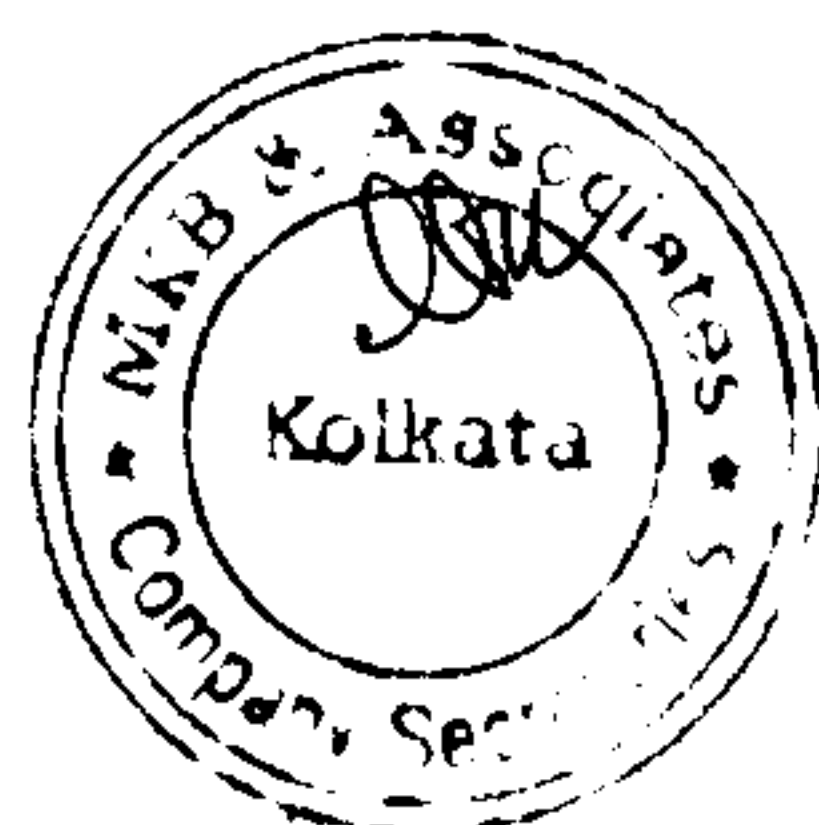


Item No. 10 as a Special Resolution: To approve creation of charge by way of mortgage, etc. on the movable and / or immovable assets and properties of the Company, subject to the limits approved u/s 180(1)(c) of the Act.

(1) Voted in favour of the resolution	16732883	566	16733449	99.9991%
(2) Voted against the resolution	147	0	147	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	147	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

Note:- For resolution no. 5 and 11, being related party transactions, votes cast by related parties have not been considered.

Thanking You,
Yours Faithfully

Manoj Kumar Banerjee
Partner

MKB & Associates

Membership No.: 11470

COP No.: 7596

Date: 1st October, 2016

Place: Kolkata