



Ref: ERL/SECRETARIAL/EIL/2015-16/1793

2nd April, 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: Disclosure of Voting results of Postal Ballot / E-Voting in terms of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015

Pursuant to Regulations 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the result of the Postal Ballot/E-voting which was announced today on 2nd April 2016 at the Registered Office of the Company w.r.t. the matter as set out in the Notice dated 26th February 2016 as under:

1. Resolution approving the Scheme of Arrangement for Amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited with Emami infrastructure Limited by the public shareholders in terms of SEBI Circulars No. CIT/CFD/DIL/5/2013 dated 4th February, 2013 read with CIR/CFD/DIL/8/2013 dated 21st May, 2013.

Mr. Manoj Kumar Banthia, Company Secretaries in Practice (CP No. 7596), being the Scrutiniser for Postal Ballot /E-Voting, submitted his Report to the Company today i.e. 2nd April 2016. On the basis of the report received from the Scrutinizer, the resolution w.r.t the aforesaid matter have been declared as passed with requisite majority by the public shareholders by means of Postal Ballot/E-Voting. A copy of the Scrutinizer's Report is enclosed herewith for your information and record.

Thanking you,

Yours Truly,
For Emami Infrastructure Limited

Payel Jain
Company Secretary

Encl- As above



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by Companies (Management & Administration) Amendment Rules, 2015]

2nd April, 2016

To
The Chairman
Emami Infrastructure Limited
"Emami Tower" 2nd Floor,
687, Anandapur, E.M. Bypass,
Kolkata-700107

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and SEBI Circular No. CIT/CFD/DIL/5/2013 dated 4th February 2013 as modified by SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May 2013 and pursuant to Order dated 17th February, 2016 passed by Hon'ble Calcutta High Court in Company Application No. 126 of 2016

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, conducted scrutiny of the postal ballot forms and voting through e-voting seeking approval of public shareholders of Emami Infrastructure Limited ("the Company") for the Scheme of Arrangement for Amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited with Emami Infrastructure Limited do hereby submit my report as follows:

- (a) The Notice dated 26th February, 2016 with the Statement under Section 102 of the Act setting out all material facts in respect of the resolution mentioned therein, the Postal Ballot Form & prepaid business reply envelope were sent to the shareholders of the Company electronically by email and physically by





Registered Post and speed post to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 19th February 2016. The Company also provided voting through e-voting facility offered by Central Depository Services (India) Limited (CDSL) to its shareholders.

- (b) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. 24th February 2016, were entitled to vote on the proposed resolution by Postal Ballot/e-voting.
- (c) In terms of the aforesaid Notice and as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period through Postal Ballot as well as e-voting commenced on Wednesday, 2nd March, 2016 at 10:00 AM (IST) and ended on Thursday, 31st March, 2016 at 5:00 PM (IST).
- (d) All the Postal Ballot Forms which were received upto close of working hours i.e., 5.00 p.m. on 31st March, 2016 being the last date and time fixed by the Company for receipt of the Postal Ballot Forms, were opened on 1st April, 2016 in my presence and scrutinized by me. The votes cast through postal ballot were counted first, and thereafter, the votes cast through e-voting were unblocked in presence of Ms. Twinkle Agarwal and Ms Komal Joshi who acted as witnesses in accordance with Rule 20 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.
- (e) Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) The Postal Ballot Forms were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such Postal Ballot Forms.
- (g) Thereafter, the details containing, *inter alia*, list of the members, who voted "For" or "Against" on the resolution were derived from the ballot forms received from the members of the Company as well as the report generated from the e-voting





website of CDSL's e-voting website <https://www.evotingindia.com> in respect of voting through e-voting.

- (h) The Company, in aggregate, has received 415 (Four Hundred and Fifteen) Postal Ballot forms representing 33,38,129 equity shares in the Company out of which 20 of the ballot forms representing 12,175 equity shares were invalid. I did not find any defaced or mutilated ballot paper.
- (i) 17 (Seventeen) members representing 3,33,743 equity shares have cast their votes through e-voting. There was no invalid vote through e-voting.
- (j) No shareholder has exercised voting through both the modes, that is, postal ballot and e-voting.

I now submit my consolidated report as under on the result of the voting through e-voting and by Postal Ballot in respect of the said Resolution.

Item No. 1 - Resolution: To approve Scheme of Arrangement for Amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited with Emami Infrastructure Limited

	Voting through e-voting		Voting through Physical Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	14	331749	384	3325366	398	3657115	99.93
Voted against the resolution	3	1994	11	588	14	2582	0.07
Invalid votes	-	-	20	12175	-	-	-





In view of the above scrutiny, I hereby certify that the resolution for approval of Scheme of Arrangement for Amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited with Emami Infrastructure Limited as set out in Notice dated 26th February, 2016 has been approved and passed by the requisite majority.

The Postal Ballot Forms and other related papers/ registers and records have been handed over to the Company Secretary of the Company.

Thanking You,
Yours Faithfully

Date: 2nd April, 2016
Place: Kolkata

MKB & Associates
Company Secretaries
Manoj Kumar Banthia
(Partner]
Membership No.: 11470
COP No.: 7596