

## Notice

**NOTICE** is hereby given that the 4th Annual General Meeting of the members of the Company will be held on Friday, 21st September, 2012 at 11.30 a.m. at the Registered Office of the Company at Emami Tower, 687, Anandapur, E M Bypass, Kolkata-700107 to transact the following business :

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Shri Amar Bhalotia, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

### **SPECIAL BUSINESS :**

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT Shri Basant Kumar Parakh, who was appointed as an Additional Director w.e.f. 14th November, 2011, by the Board of Directors at its meeting held on 14th November, 2011 and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and Article 133 of the Articles of Association of the Company 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 be liable to retirement by rotation."

5. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT Shri Girija Kumar Choudhary, who was appointed as an Additional Director w.e.f. 15th May, 2012, by the Board of Directors at its meeting held on 15th May, 2012 and who holds office upto the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and Article 133 of the Articles of Association of the Company 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 be not liable to retirement by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to provisions of Sections 198, 269 and 309 of the Companies Act, 1956 (the Act) read with Schedule XIII and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other consents and approvals as may be necessary, Consent of the Company be and is hereby accorded to the appointment of Shri Girija Kumar Choudhary" as a 'Whole-time Director & CFO' of the Company for a period of five years w.e.f. 15th May 2012 on the terms and conditions including remuneration as set out in the Agreement entered into between the Company and Shri Girija Kumar Choudhary and the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its power, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment and/or the Agreement so as not to exceed the limits specified in schedule XIII to the Companies Act, 1956 or any amendments thereto, as may be agreed to between the Board of Directors and Shri Girija Kumar Choudhary."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

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### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing Proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
3. Members/Proxies should bring their attendance slips sent herewith duly filled in, for attending the meeting.
4. The Register of Members and Share Transfer Registers of the Company shall remain closed from Monday, 17th September, 2012 to Friday, 21st September, 2012 ( both days inclusive).
5. Members desiring any information with regard to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
6. The members of the Company who have not yet encashed the fractional entitlement of shares of the Company upon the De-merger of 'Realty Undertaking' of Emami Limited are requested to forward the warrants to the Company/RTA for revalidation of the same.

## Notice

7. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
8. A Statement containing details of Persons seeking appointment/re-appointment as directors under Item no. 2, 4, 5 and 6 of the Notice is annexed hereto.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies and has permitted service of documents including Annual Report to its members through electronic modes. In the backdrop of this, the Company has given an option to the shareholders to receive the Annual Report through e-mail and is sending the Annual Report through e-mail to those members whose registered email-ids were available with the Company and those who are desirous of obtaining the same through this mode. To further support this initiative, members whose e-mail IDs have not been registered so far, are requested to register their e-mail addresses with their respective Depository Participant, in respect of holdings in Demat form and, with the Company's RTA, M/s Maheswari Datamatics Private Limited in respect of shares held in physical form by sending a duly filled request form available at the Company's Website [www.emamirealty.com](http://www.emamirealty.com). In case any member to whom an electronic copy of Annual Report has been sent desires to receive a physical copy, he may request the Company to send the same.

By Order of the Board  
For **Emami Infrastructure Limited**  
Abhijit Dan  
*Company Secretary*

Kolkata  
14th August, 2012

### EXPLANATORY STATEMENT

**Pursuant to Section 173(2) of the Companies Act, 1956**

#### ITEM NO. 4 AND 5

Shri Basant Kumar Parakh and Shri Girija kumar Choudhary were appointed as additional directors of the Company by the Board of directors at their meetings held on 14th November 2011 and 15th May 2012 respectively. As per section 260 of the Companies Act, 1956 read with Article 133 of the Articles of Association of the Company they hold office upto the date of ensuing Annual general Meeting. The Company has received notices from members proposing the appointment of Shri Basant Kumar Parakh and Shri Girija Kumar Choudhary as Directors of the Company at the ensuing Annual General Meeting. Each of the said Notice is accompanied by a deposit of Rs. 500 as required by law.

The Board considers that their association as directors will be in the interest of the Company and therefore recommends that the resolution set out in the item no. 4 and 5 of the notice be passed.

As required under the listing agreement, the information/data to be provided for the appointment of the aforesaid directors has been given as an annexure to this notice.

None of the directors is in any way concerned or interested in these resolutions except Shri Basant Kumar Parakh and Shri Girija Kumar Choudhary to the extent of their appointment.

#### ITEM NO. 6

The Board of Directors of your Company ('the Board') at its meeting held on 15th May 2012 appointed Shri Girija Kumar Choudhary, CFO of the Company as a 'Whole-time Director & CFO' for a period of five years w.e.f. 15th May 2012. The main terms and conditions of his appointment are as follows :

**Salary :** Salary (including special allowance) of Rs. 99,290/- (Rupees Ninety nine thousand two hundred ninety only) per month. He shall be also entitled to other benefits, perquisite and allowances as may be determined by the Board from time to time. In addition, he shall be entitled for contribution to the provident fund, leave travel allowances, Bonus and other benefits as per the Company's Policy and applicable law in force from time to time.

The Board of Directors shall be authorized to revise remuneration from time to time provided that the remuneration package shall be within the limits specified in Schedule XIII to the Companies Act, 1956 or any amendments made thereto.

Shri Girija Kumar Choudhary will be entitled to leave according to Company's leaves rules applicable to its whole time directors.

## Notice

### Other Terms :

1. The Whole-time Director and CFO shall have all such powers and authorities which remain vested with him under the Companies Act, 1956 and the Articles of Association of the Company and the Whole-time Director & CFO shall be entrusted with the general Conduct and management of the Business and affairs of the Company subject to the supervision, control and direction of the Board of Directors. Further the Board of Directors of the Company is authorised to empower the Whole Time Director & CFO with specific authority from time to time.
2. The Whole-time Director & CFO shall not be paid any sitting fees for attending the Meetings of the Board of Directors or committees thereof.
3. The Whole-time Director & CFO shall subject to the provisions of the Companies Act, 1956 be entitled to be reimbursed by the Company in respect of any out of pocket expenses incurred by him in discharge of his bonafide functions/duties on behalf of the Company.
4. The Company has entered into an agreement with Shri Girija Kumar Choudhary which inter alia contain all the terms and conditions of his appointment which is available for inspection during working hours at the Registered office of the Company upto the date of Annual General Meeting. The agreement with Shri Choudhary can be terminated by either party (Company or Whole-time Director & CFO) by giving three months prior notice in writing.
5. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, Shri Choudhary shall be entitled to receive the aforesaid remuneration including perquisites and other benefits etc. and further increment, if any, made thereto by the Board of Directors of the Company, as minimum remuneration not exceeding the ceiling limit mentioned in Schedule XIII to the Companies Act, 1956.
6. The appointment of Shri Girija Kumar Choudhary is by virtue of his employment in the Company and his appointment is subject to the provisions of the Section 283(1)(l) of the Companies Act, 1956.
7. The above terms of the appointment of Shri Girija Kumar Choudhary has already been sent to all the Shareholders of the Company as per section 302 of the Companies Act, 1956.

None of the Directors of your Company, other than Shri Girija Kumar Choudhary, is in any way concerned or interested in this Resolution.

The Board recommends this Resolution for your Approval.

Kolkata  
14th August, 2012

By Order of the Board  
For **Emami Infrastructure Limited**  
Abhijit Dan  
*Company Secretary*

## Annexure to Notice

### Details of Directors seeking Appointment / Re-appointment at the ensuing Annual General Meeting

Name	Date of Birth	Date of Original Appointment	Expertise in specific functional areas	Qualifications	Directorship in other Public Ltd. Companies (as on 31.3.2012) ^	Membership of Board Committees in other Public Ltd. Companies (as on 31.3.2012) ^	Other information (As on 31.03.2012) ^
Shri Amar Bhalotia	29/02/1984	25/01/2010	Amar Bhalotia possesses extensive knowledge and experience of real estate and has been involved in various real estate deals/investments in almost all major cities and across all asset class. Prior to this he was working in the real estate transaction advisory Services in Ernst & Young India Ltd. and had been involved with a lot of advisory and fund raising	Graduate and PGDM from Symbiosis Center for Management, Pune	1. Zandu Realty Limited 2. Pamposh Commercial Co. Limited 3. Rivera Finvestrade Limited	-	Share held - Nil
Shri Basant Kumar Parakh	02/09/1961	14/1/2011	Shri Basant Kumar Parakh is having 20 years of experience in the industry and Real Estate Development.	Graduate	1. Narcissus Abasan Limited 2. Orbit Realty Infrastructure Limited 3. Emami Realty Limited 4. The Calcutta Silk MFG. Co. Limited	-	Share held - Nil
Shri Girija Kumar Choudhary	05/01/1962	15/05/2012	Sri Girija Kumar Choudhary, B.Com (Hons) Gold Medallist, is a Fellow member of the Institute of Chartered Accountants of India (ICAI). He was enrolled as a member of ICAI in 1987 and has an experience of about 25 years in the industry and the profession. He joined in the Realty vertical of Emami Group as CFO of Emami Realty Limited in 2006 and presently he is working as CFO of the Company.	B. Com (Hons.) and FCA	1. Premier Ferro Alloys & Securities Limited 2. Emami Realty Limited	-	Share held - Nil

^ Information given on Shri Girija Kumar Choudhary is dated 15th May, 2012.