



emami*

Emami Infrastructure Limited

CIN: L45400WB2008PLC121426

Corp. Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6625 1200
Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata - 700 107, Tel: 033 6613 6264
E-mail: infra@emamirealty.com Website: www.emamirealty.com

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the Members of Emami Infrastructure Limited will be held at Emami Tower, 687 Anandapur, E. M. Bypass, Kolkata – 700 107 on Thursday, 21st September 2017, at 11.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2017 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Girja Kumar Choudhary (DIN: 00821762), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules made thereunder and pursuant to the resolution passed by the Members at the 6th Annual General Meeting held on 5th September 2014 and on recommendation of Audit Committee and Board of Directors, the appointment of M/s S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E) as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, be and is hereby ratified at a remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Act and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to directions and / or regulations issued by SEBI or RBI in this regard as may be applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution or any Director as may be approved by the Board), to issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures ('NCDs') whether listed or unlisted, including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, to eligible person(s), provided the outstanding amount of such debentures along with other borrowings at any time during the period shall not exceed the overall borrowing limits of the Company as may be approved by the Members from time to time, on such terms and conditions including the price, coupon, premium/discount, tenor etc., as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members at the Annual General Meeting held on 29th September 2016 in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies in any form from one or more bodies corporate, banks, financial institutions, or from other entity by way of loans, debentures/bonds or any other security(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed the limit of ₹5000 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required."

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

"RESOLVED THAT pursuant to Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, Dr. Kalyanasundaram Ramamurthy (DIN: 01219857), who, pursuant to Section 161 of the Act and the Articles of Association of the Company was appointed as an Additional Director by the Board of Directors w.e.f. 25th January, 2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of

Section 160 of the Act, signifying his intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules made thereunder and the recommendations of the Nomination and Remuneration Committee and the Audit Committee in this respect, Dr. Kalyanasundaram Ramamurthy (DIN: 01219857), who shall attain the age of 70 years on 1st January, 2019, be and is hereby appointed as the Whole-Time Director of the Company for a period of 3 (three) years w.e.f. 25th January, 2017 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 25th January, 2017, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors to alter or vary the said terms & conditions, subject to compliance with the conditions laid down under Schedule V to the Act.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to variation in the terms of remuneration paid/ payable to Dr. Kalyanasundaram Ramamurthy w.e.f. 1st April, 2017 as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 27th May, 2017, copy whereof, has been submitted to this meeting, which Agreement is also hereby approved.

RESOLVED FURTHER THAT in pursuance of Section 197(3) of the Act, Dr. Kalyanasundaram Ramamurthy may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office, subject to compliance with the conditions laid down under Schedule V to the Act.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the recommendations of the Nomination and Remuneration Committee and the Audit Committee in this respect, Mr. Girja Kumar Choudhary (DIN: 00821762) be and is hereby re-appointed as the Whole-Time Director & CFO of the Company for a period of 5 years w.e.f. 15th May, 2017 with payment of remuneration for a period of 3 years, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 10th February, 2017, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors to alter or vary the said terms & conditions, subject to compliance with the conditions laid down under Schedule V to the Act.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to variation in the terms of remuneration paid/ payable to Mr. Choudhary w.e.f. 1st April, 2017 as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreements dated 27th May, 2017, copies whereof, have been submitted to this meeting, which Agreements are also hereby approved.

RESOLVED FURTHER THAT in pursuance of Section 197(3) of the Act, Mr. Choudhary may be paid the above mentioned remuneration as minimum remuneration in the event of absence

or inadequacy of profits in any financial year during his term of office, subject to compliance with the conditions laid down under Schedule V to the Act.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the recommendations of the Nomination and Remuneration Committee and the Audit Committee in this respect, consent of the members be and is hereby accorded to variation in the terms of remuneration paid/ payable to Mr. Rajesh Bansal (DIN: 00645035) w.e.f. 1st April, 2017 during the remainder of his tenure as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 27th May, 2017, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors to alter or vary the said terms & conditions.

RESOLVED FURTHER THAT in pursuance of Section 197(3) of the Act, Mr. Rajesh Bansal may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office, within the limits specified in Schedule V to the Act.

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

“RESOLVED THAT in partial modification of the resolution passed by the members at the 8th Annual General Meeting of the Company held on 29th September, 2016 and by Postal Ballot on 27th February, 2017 and pursuant to the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and pursuant to the consent of the Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent and approval of the members be and is hereby accorded to the Board of Directors (which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its power, including the powers conferred by this Resolution) for the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with related parties within the meaning of the Listing Regulations as detailed in table forming part of the Explanatory Statement annexed to this Notice, for financial years commencing from financial year 2017-18.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and execute such contracts,

agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the resolution passed by the members by Postal Ballot on 27th February 2017, the Board of Directors of the Company (hereinafter referred to as “the Board” which shall deem to include any committee thereof) be and are hereby authorised to contribute and/ or donate from time to time, to bonafide charitable and other funds/activities, in any financial year, any amount the aggregate of which shall not exceed five per cent of its average net profits for the three immediately preceding financial years or ₹5 Crores, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary and/ or expedient for implementing and giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company.”

By Order of the Board of Directors
For Emami Infrastructure Limited

Place: Kolkata
Date: 1st July, 2017

Payel Jain
Company Secretary
M. No. A22418

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxy, to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 15th September, 2017 to 21st September, 2017, (both days inclusive).
6. A statement containing details of the Director seeking appointment / re-appointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed. The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 in respect of item No. 6, 7 and 8 are given as an Annexure to this Notice.
7. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the Meeting.
8. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the

Meeting to enable the Management to keep the information ready at the Meeting.

9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Electronic copy of the Annual Report for 2016-17 and Notice of the 9th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 9th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 9th Annual General Meeting and Annual Report for 2016-17 will also be available on Company’s website at www.emamirealty.com for their download.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Unclaimed Fractional Share Sale Proceeds amounting to ₹24,618/- will be due for transfer to the Investor Education and Protection Fund on 21st September, 2017. In respect of the said Proceeds, it will not be possible to entertain claims received by the Company / RTA after 21st September, 2017. Any member who has not claimed his/her Fractional Share Sale Proceeds is requested to approach the Company / RTA immediately.
14. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing

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Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed M/s MKB & Associates, Practising Company Secretaries, as the Scrutinizer for this purpose.

15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 15th September, 2017 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the Meeting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
16. The facility for voting through ballot paper will also be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The members who have already cast their vote through remote e-voting may attend Meeting but will not be entitled to cast their votes again.

The instructions for members for remote e-voting are as under:

- (i) The voting period begins on Monday, 18th September, 2017 from 10:00 a.m. (IST) and ends on Wednesday, 20th September, 2017, 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field–Sequence number is communicated in the Covering Letter.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "EMAMI INFRASTRUCTURE LIMITED".
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on,

click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on "FORGOT PASSWORD" & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
- (xxii) Those who become Members of the Company after dispatch of the AGM Notice but on or before 15th September 2017 (cut-off date) may write to CDSL at helpdesk.evoting@cdslindia.com or to the Company at infra@emamirealty.com requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website www.evotingindia.com and exercise their votes.
- (xxiii) The results of voting will be declared within 48 hours from the conclusion of Meeting and the resolutions proposed thereat will be deemed to be passed on the date of Meeting, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer's Report, will be available on the Company's website www.emamirealty.com and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.
- (xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company is required to obtain approval of its members by way of a special resolution, before making any offer or invitation for issue of Non-Convertible Debentures ("NCDs") on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 year from the date on which the members have provided the approval by way of the special resolution.

In order to augment resources for general corporate purposes, the Company may offer or invite subscription for NCDs, in one or more tranches on private placement basis, for a period of 1 (one) year from the date of passing the Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition, which along with other borrowings shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

Accordingly the Board recommends the Special Resolution in Item no. 4 for your approval.

None of the Directors, KMP or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

Item No. 5

The members of the Company, by way of special resolution passed at its Annual General Meeting held on 29th September, 2016, had authorized the Board of Directors to borrow from time to time, by way of loans, debentures/bonds or any other security(ies) or otherwise, upto a limit of ₹4000 Crores on such terms and conditions as it may deem fit under section 180(1)(c) of the Companies Act, 2013. Anticipating the need for additional funds that may be required for executing various existing and future projects, the Board of Directors of your Company considers it necessary to increase the borrowing limits upto ₹5000 Crores.

Under the provisions of Section 180(1)(c) of the Act, it is necessary to obtain approval of the members by means of Special Resolution(s) to enable the Board of Directors of the Company to make borrowings, exceeding the aggregate of the paid up capital and free reserves of the Company. Accordingly, the Board recommends the Special Resolution at Item no. 5 for your approval.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives is concerned or interested, financially or otherwise, in

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this resolution.

Item No. 6

The Board of Directors at its meeting held on 25th January, 2017, on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, have approved the appointment of Dr. Kalyanasundaram Ramamurthy, being the CEO of the Company, as an Additional Director, and subject to the approval of the Members, also as Whole-time Director for a period of 3 years, w.e.f. 25th January, 2017, on his existing remuneration as the CEO of the Company. The Board, at its meeting held on 27th May, 2017, on the recommendations of the Nomination and Remuneration Committee, have approved, subject to the approval of the Members, continuation of office by Dr. Ramamurthy as the Whole-time Director of the Company on his attaining the age of 70 years during his tenure on 1st January, 2019 and variation in the terms of remuneration paid / payable to Dr. Ramamurthy, Whole-time Director w.e.f. 1st April, 2017 during the remainder of his tenure. The broad particulars of the terms of appointment of Dr. Ramamurthy is as under:

1. Remuneration:

- a. Salary of ₹5,39,000/- to ₹8,00,000/- per month
- b. Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- c. Perquisites and other benefits:
Besides the above salary, Dr. Ramamurthy will be entitled to perquisites and other benefits which may include Special Allowance, Bonus, Medical Reimbursement, LTA, Company Leased Accommodation and/or any other allowance/perquisite as may be decided by the Board.

2. Other terms:

- a. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company matter as specified in the Agreement.
- b. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof from the date of his appointment.
- c. The Whole-time Director shall be liable to retire by rotation and his reappointment at the AGM as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.
- d. The agreement may be terminated by either party by giving to the other party three months' notice of such termination.

Notice under Section 160 of the Act proposing the appointment of Dr. Ramamurthy has been received. Requisite consents, pursuant to Section 152 of the Act, have been filed by him.

Your Directors seek your approval to the said resolution. Except Dr. Ramamurthy and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the Agreement dated 10th February, 2017 referred to the above is available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 7

Mr. Girja Kumar Choudhary was appointed as the Whole Time Director & CFO of the Company w.e.f 15th May 2012 for a period of 5 years. In

order that there is no break in his tenure, the Board of Directors at its meeting held on 10th February, 2017, on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, have approved, subject to the approval of the Members, the re-appointment of Mr. Girja Kumar Choudhary as the Whole-time Director & CFO for a period of 5 years, w.e.f. 15th May, 2017 and payment of remuneration for a period of 3 years. The Board at its meeting held on 27th May, 2017, on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, have increased, subject to the approval of the Members, the remuneration paid / payable to Mr. Choudhary w.e.f. 1st April 2017 by affecting variation in terms of Agreement dated 15th May 2012 (in relation to his tenure from 1st April, 2017 to 14th May, 2017) and Agreement dated 10th February, 2017 (in relation to his tenure from 15th May, 2017 to 31st March, 2020), as stated below:

1. Remuneration:

- a. Basic Salary in the range of ₹5,70,000/- to ₹8,00,000/- per month from 1st April 2017 to 14th May, 2017 and from 15th May, 2017 to 31st March, 2020.
- b. Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- c. Perquisites and other benefits:
Besides the above salary, Mr. Choudhary will be entitled to the perquisites and other benefits including HRA, contribution to Provident Fund, contribution to National Pension Scheme, LTA and/or any other allowance/perquisite as may be decided by the Board.

2. Other terms:

- a. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company matters as specified in the Agreement.
- b. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or committee thereof.
- c. The Whole-time Director shall be liable to retire by rotation and his reappointment at the AGM as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.
- d. The agreement may be terminated by either party by giving to the other party three months' notice of such termination.

The aggregate of the remuneration and perquisites/benefits payable to him shall be within the limit prescribed and subject to compliance with the conditions laid down under Schedule V to the Act or any amendment thereto or modification thereof.

Your Directors seek your approval to the said resolution. Except Mr. Choudhary and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the Agreements dated 10th February, 2017 and 27th May, 2017 referred to the above is available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 8

The Board at its meeting held on 27th May, 2017, on the recommendation of the Nomination and Remuneration Committee and the Audit Committee, have approved, subject to the approval of the Members, variation in the terms of remuneration paid / payable to Mr. Rajesh Bansal, Whole-time Director, w.e.f. 1st April, 2017 during the remainder of his tenure, as stated below.

- Basic Salary in the range of ₹63,800/- to ₹1,50,000/- per month.
- Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.
- Perquisites and other benefits:

Besides the above salary, Mr. Rajesh Bansal will be entitled to the perquisites and other benefits which may include HRA, Transport Allowance, Special Allowance, Bonus, Medical Reimbursement or any other allowance/perquisite as may be decided by the Board.

Minimum Remuneration:

Where in any financial year, the Company has no profits or its profits are inadequate, appointee shall be entitled to above remuneration as minimum remuneration, within the limits as laid down in Section II of Part II of Schedule V to the Act.

Your Directors seek your approval to the said resolution. Except Mr. Rajesh Bansal and his relatives, none of the Directors or Key Managerial

Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the Agreement dated 27th May, 2017 referred to the above is available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 9

In terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material transactions with related parties as per 2(1)(zb) of the Listing Regulations, i.e., transactions which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, require approval of the members and the related parties to the particular transaction shall abstain from voting on such resolution.

The members at their 8th Annual General Meeting held on 29th September, 2016 has approved transactions with certain related parties which was subsequently modified vide resolution passed by Postal Ballot on 27th February, 2017. In view of the business requirements of the Company, the Board of Directors, based on the recommendations of the Audit Committee, has proposed variation in the limits of such related party transactions already approved by the members as also inclusion of further parties in the list, all being related parties within the meaning of Listing Regulations, for financial years commencing from financial year 2017-18.

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:

Sl. No.	Name of the Related Party	Name of the director or KMP who is related	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year
1	Emami Capital Markets Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	Aggregate limit of ₹3000 Crores for all these companies, severally and / or jointly, alongwith the companies mentioned at Item no. 3 to 21 of the Postal Ballot Notice dated 9th November, 2016
2	Emami Frank Ross Limited	Mr. Debasish Bhaumik is a Director	Loan/ Advance/ Interest / Reimbursement of Expenses	
3	Sneha Gardens Private Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	
4	Sneha Enclave Private Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	
5	Add Albatross Properties Private Limited	None	Loan/ Interest/ Reimbursement/ Security Deposit/ Corporate Guarantee/ Commission	₹25 Cr
6	AMRI Hospitals Limited	Mrs. Karabi Sengupta is a Director	Loan/ Advance/ Interest / Reimbursement of Expenses	₹25 Cr
7	Fastgrow Crops Private Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	₹10 Cr
8	Emami Beverages Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	₹5 Cr

Sl. No.	Name of the Related Party	Name of the director or KMP who is related	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year
9	Magnificent Vyapaar LLP	None	Loan/ Advance/ Interest / Reimbursement of Expenses	₹5 Cr
10	Sneha Skyhigh Private Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	₹5 Cr
11	Emami Projects Private Limited	None	Loan/ Advance/ Interest / Reimbursement of Expenses	₹7 Cr
12	Emami Limited	None	Electric charges, Rent & Repair & maintenance/ royalty	₹5 Cr
13	Emami Constructions Private Limited	Mr. Girja Kumar Choudhary and Mr. Hari Mohan Marda are Directors	Interest / Reimbursement of Expenses	₹10 Cr
14	Anamika Kala Sangam Trust	None	CSR Expenditure/ Reimbursement of Expenses	₹5 Cr
15	Emami Vriddhi Commercial Pvt. Ltd.	Mr. Girja Kumar Choudhary is a Director	Reimbursement of Expenses	₹1 Cr

Nature of Relationship:

Entities where Company's Promoters have significant Influence

Any other information relevant or important for the members to take a decision on the proposed resolution: NIL

The rate of interest on loans as contemplated above will be in line with prevailing market rate and in compliance with applicable legal provisions of the Companies Act, 2013 and other statutes.

The Audit Committee has approved the abovesaid related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

Accordingly, approval of the members is sought under Regulation 23(4) of Listing Regulations, for entering into related party transactions as mentioned above, by way of an ordinary resolution.

Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

Except as mentioned above, none of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 10

Under Section 181 of the Companies Act, 2013, the Board of Directors of the Company is authorized to make contributions to charitable and other funds, provided that prior permission of the members is obtained for such contributions during a financial

year where such contribution exceeds 5% of its average net profits during the three immediately preceding financial years. The members of the Company, by way of ordinary resolution passed by Postal Ballot on 27th February, 2017, had authorized the Board of Directors to make contributions to charitable and other funds upto a limit of 5% of its average net profits during the three immediately preceding financial years or ₹5,00,000/- whichever is higher.

It is proposed to revise the limit of contributions to be made to charitable and other funds and accordingly, approval of the Members is being sought to authorize the Board of Directors to make contributions to bona fide charitable and other funds, in any financial year, exceeding 5% of the Company's average net profits during the three immediately preceding financial years or ₹5,00,00,000/-, whichever is higher.

Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives, are considered or interested, financially or otherwise, in this Resolution.

By Order of the Board of Directors
For Emami Infrastructure Limited

Place: Kolkata
Date: 1st July, 2017

Payel Jain
Company Secretary
M. No. A22418

ANNEXURE – 1

Disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 in respect of Item No. 6, 7 & 8 are stated hereinbelow:

I. General information:

- 1 Nature of Industry: Real Estate Development
- 2 Date or expected date of commencement of commercial production: The Company was incorporated on January 04, 2008 as a private limited company. The Company had since commenced the business
- 3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- 4 The financial performance of the Company during the preceding three financial years is as under:

(₹ in Lakhs)

Particulars	2016-17	2015-16	2014-15
Total Income	32,590.15	29,772.36	72.00
Total Expense	30,701.64	30,595.94	76.85
Profit/(Loss) Before tax	1,888.51	(823.58)	(4.85)
Profit/(Loss) After Tax	1,545.31	(827.03)	(6.22)

- 5 Foreign investments or collaborators, if any: NIL

II. (A) Information about the appointee:
Dr. Kalyansundaram Ramamurthy

1 Background details:

Dr. Ramamurthy is an IIT-ian. Having completed his B.Tech in Civil Engineering from IIT Madras in 1970, he returned to complete his Masters and PhD from the same institute. His illustrious career started way back in 1971 when he joined the CPWD Class I service. After serving the CPWD for 12 years he turned to the Private Sector and has held many key positions such as Project Manager, General Manager and Vice President in companies like Tarapore & Co., Lea Associates, Jai Prakash Associates, Vatika Group etc. He briefly returned to the Government Sector where he had a short stint as Chief Engineer, CSIR for a period of slightly over one year. He has also been associated with Ireo Group (as Director Projects), Emaar MGF (as CEO). He also represented the Dutch Multi-National Ooms Avenhorn Group, as Managing Director of its Indian division Ooms Avenhorn Holding India.

2 Past remuneration:

During the Financial Year 2016-17, Dr. Ramamurthy received ₹179.40 Lakhs including ₹33.45 Lakhs as Whole-time Director of the Company (w.e.f 25th January, 2017)

3 Recognition or awards: None

4 Job profile and his suitability:

The role of Dr. Ramamurthy as Whole-time Director of the Company includes contribution and involvement in implementation of Projects of the Company. Keeping in view his working with the Company and his prior experience and positions held with various Corporates, he is suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and

experience at Board Level and as well as in Projects of the Company.

5 Remuneration proposed: As set out in the Explanatory Statement

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration to be paid to Dr. Ramamurthy is in line with remuneration paid by other companies, keeping in view his job profile and the size of operations.

7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company.

Dr. Ramamurthy is not related to any Director of the Company.

II. (B) Information about the appointee:
Mr. Girja Kumar Choudhary

1 Background details:

Mr. Girja Kumar Choudhary is a B.Com (Hons) Gold Medalist and a Chartered Accountant. He has an experience of over three decades in the industry and profession. He joined the Realty vertical of Emami Group as the CFO of Emami Realty Limited (since amalgamated with the Company) in 2006 and has conceptualised and spearheaded the restructuring plans for the Realty Group.

Mr. Choudhary is a member of the Standing Committee on Indirect Taxes of MCC Chambers of Commerce & Industry. Mr. Choudhary is a speaker on the various legal matters at

different conferences and workshops and he has command over all other land related legislations as applicable to different states of our country.

2 Past Remuneration:

During the Financial Year 2016-17, Mr. Choudhary received ₹131.87 Lakhs as Whole-time Director & CFO of the Company

3 Recognition or awards: None

4 Job profile and his suitability:

The role of Mr. Choudhary as Whole-time Director & CEO of the Company includes overall responsibility for the growth and day to day business activity of the Company. He provides the necessary strategic direction to all business lines/interests of the Company. He is instrumental in the overall business development of the Company as well.

Keeping in view his working with the Company and his prior experience and positions held with various Corporates, he is suitable for the present position. The Company derives a lot of benefit from his diverse professional expertise and experience at Board Level and as well as in Operations of the Company. He is the key person in strategic decision making on critical issues in the business and management of the Company.

5 Remuneration proposed: As set out in the Explanatory Statement

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration paid/proposed to be paid to Mr. Choudhary is in line with remuneration paid by other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.

7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company.

Mr. Choudhary is not related to any Director of the Company.

II. (C) Information about the appointee: Mr. Rajesh Bansal

1 Background details:

Mr. Rajesh Bansal is a B.Com (Hons) from Bundelkand University, Jhansi. Mr. Bansal has over 22 years of rich experience in Real Estate Industry. He is a member of Bundelkhand Chamber of Commerce since 5 years.

2 Past remuneration:

During the Financial Year 2016-17, Mr. Rajesh Bansal received ₹17.08 Lakhs as Whole-time Director of the Company

3 Recognition or awards: None

4 Job profile and his suitability:

Mr. Bansal plays a key role in development of Company's project namely "Emami Nature" at Khailar, Jhansi which is spread over 100 acres of land. The Company derives a lot of benefit from his expertise and experience in real estate business particularly in relation to purchase of land in various states.

5 Remuneration proposed: As set out in the Explanatory Statement

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration to be paid to Mr. Bansal is in line with remuneration paid by other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.

7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company.

Mr. Bansal is not related to any Director of the Company.

III. Other Information:

1 Reasons of loss or inadequate profits

2 Steps taken or proposed to be taken for improvement

3 Expected increase in productivity and profits in measurable terms

The Projects launched by the Company are either in progress or in advanced stage of completion. Although we have been able to generate booking of sales, yet the revenue from the said Projects will be recognized in the accounts in subsequent years in accordance with the guiding principles of Accounting Standard - 9, as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. Hence, looking at the response which these projects have witnessed, the Company is very positive that in the coming years, we will be able to show stronger results than before.

IV. Disclosures:

1 Remuneration package of the managerial personnel: As set out in the Explanatory Statement

2 Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any, attached to the Annual Report: Attached with the Director's Report

ANNEXURE – 2

DETAILS OF DIRECTORS PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS

Name of the Director	Dr. Kalyansundaram Ramamurthy	Mr. Girja Kumar Choudhary	Mr. Rajesh Bansal
DIN	01219857	00821762	00645035
Date of Birth	1st January, 1949	5th January, 1962	3rd September, 1962
Qualification	B.Tech, Masters and PhD in Civil Engineering from IIT Madras	B.Com (Hons), Gold Medalist, CA	B.Com (Hons)
Experience (including expertise in specific functional areas)/ Brief resume	He has over 45 years of rich experience in real estate sector. As a visionary leader and highly qualified Project Director, he has demonstrated ability to lead and engineer complex projects from concept to completion, blending strong executive leadership skills and skilled resource allocation to deliver maximum efficiency -unique combination of technical knowledge and governance control help to optimise construction and provide input for construction.	He has rich experience of over three decades in accounting and financial management, strategic planning, evaluation of realty projects, legal vetting of land documents, business restructuring, investor relations, taxation etc.	He has 22 years of rich experience in Real Estate Industry. He is a member of Bundelkhand Chamber of Commerce since 5 years.
Date of first appointment on the Board	25th January, 2017	15th May, 2012	22nd July, 2016
Shareholding in the Company	Nil	Nil	Nil
Directorships held in other public companies including private companies which are subsidiaries of public companies	Nil	1. Sneha Ashiana Pvt. Ltd., 2. Delta PV Pvt. Ltd., 3. New Age Realty Pvt. Ltd., 4. Bengal Emami Housing Ltd.	Nil
Membership/Chairmanship of Committees of other Boards	Nil	Nil	Nil

For other details, such as, Number of meetings of the Board attended during the financial year, Remuneration last drawn, Remuneration proposed to be paid, Terms and conditions of Appointment/re-appointment, Relationship with other Directors/KMP/ Relationships with Directors inter-se, please Refer to the Board's Report, MGT-9, Corporate Governance Report and the Notice & Explanatory Statement along with Annexure 1.

ROUTE MAP TO THE VENUE OF 9TH AGM



 **Emami Tower**
687 Anandapur, E. M. Bypass,
Kolkata – 700 107

**emami infrastructure limited**

CIN: L45400WB2008PLC121426

Corp. Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6625 1200Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6613 6264E-mail: infra@emamirealty.com, Website: www.emamirealty.com**ATTENDANCE SLIP**I/We hereby record my/our presence at the **9th Annual General Meeting** of the Company held on **Thursday, 21st September, 2017** at **11.00 A.M. at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700 107**

Serial No.	
Name	
Name(s) of Joint Holder(s), if any	
Address	
Folio/DP ID & Client ID No.	
No. of shares held	

Name of Proxy (in BLOCK LETTERS)_____
Signature of Shareholder/Proxy Present**Note:**

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	Password

**emami infrastructure limited**

CIN: L45400WB2008PLC121426

Corp. Off: Akash Tower, 3rd Floor, 781, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6625 1200Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M.Bypass, Kolkata - 700 107, Tel: 033 6613 6264E-mail: infra@emamirealty.com, Website: www.emamirealty.com**PROXY FORM : MGT-11**

I/We, being the member(s), holding.....shares of Emami Infrastructure Limited hereby appoint:

- (1) Name.....Address.....
E-mail Id.....Signature..... or failing him/her
- (2) Name.....Address.....
E-mail Id.....Signature.....or failing him/her
- (3) Name.....Address.....
E-mailId.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the **9th Annual General Meeting** of the Company, to be held on **Thursday, 21st September, 2017** at **11.00 A.M. at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700 107** and at any adjournment thereof, in respect of resolutions as are indicated below:

Sr. No.	Resolutions
Ordinary Business:	
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2017 and the reports of the Directors and Auditors thereon.
2.	Appointment of a Director in place of Mr. Girja Kumar Choudhary (DIN: 00821762) who retires by rotation and being eligible, offers himself for reappointment.
3.	Ratification of appointment of M/s S.K. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion of next AGM and authorise Board of Directors to fix their remuneration.
Special Business:	
4.	Approval to issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures.
5.	Increase in Borrowing limits u/s 180(1)(c) of Companies Act, 2013 upto Rs. 5,000 Crores
6.	Appointment of Dr. Kalyanasundaram Ramamurthy (DIN: 01219857) as the Whole-time Director of the Company for a period of 3 (three) years w.e.f., 25 th January, 2017 and variation in the terms of remuneration of Dr. Ramamurthy
7.	Re-appointment of Mr. Girja Kumar Choudhary (DIN: 00821762) as the Whole-time Director & CFO of the Company for a period of 5 years w.e.f., 15 th May, 2017 and variation in the terms of remuneration of Mr. Choudhary
8.	Variation in the terms of remuneration of Mr. Rajesh Bansal (DIN: 00645035) Whole-time Director of the Company
9.	Approval to Related Party Transactions
10.	Approval to contribute and/ or donate from time to time, to bonafide charitable and other funds/activities

Signed thisday of2017

Member's Folio /DP ID Client ID No.....Signature of Shareholder (s).....

Affix
Revenue
Stamp

Signature of Proxy holder(s).....

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 9th Annual General Meeting.