



emami* infrastructure limited

CIN: L45400WB2008PLC121426

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions as set out hereunder are proposed to be passed by the members by way of postal ballot / electronic voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Act relating to the resolutions is annexed.

The Board of Directors of your Company at their meeting held on 11th August, 2016 has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than the close of working hours on **Monday, 3rd October, 2016**. Members desiring to opt for e-voting are requested to read carefully the instructions given in the Notes forming part of the Notice.

The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of voting by Postal Ballot and e-voting will be announced by the Chairman or any Director of the Company duly authorized, on **Wednesday, 5th October, 2016 at 5.00 P.M.** at the registered office of the Company and will also be displayed on the Company's website (www.emamirealty.com) and communicated to the stock exchanges.

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in supersession of the resolution passed by the

members at the 6th Annual General Meeting held on 5th September 2014 in this regard, consent of the Company 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 thereof/ or any director duly authorized in this respect by the Board), to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to acquire, invest and/or deploy the funds of the Company from time to time in inter-corporate investments, debt/ equity/ quasi-equity securities or instruments, derivatives, bonds/debentures (whether fully, partially or optionally convertible or non-convertible) and/or in other financial/money market instruments of one or more bodies corporate, banks and other financial institutions, units of mutual funds or by contribution to the capital of LLPs in one or more tranches, in excess of the 60% of the aggregate of the paid-up share capital and free reserves or 100% of the free reserves of the Company on such terms and conditions as the 'Board' may in its absolute discretion deem beneficial and in the interest of the Company provided that the maximum aggregate amount together with the existing investments, shall not exceed ₹ 2,000 Crores at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the 'Board' be and is hereby authorised to negotiate the terms and conditions and all other related matters in connection with above and to finalize, settle and execute such documents/ deeds / papers as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental in this respect."

2. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to alter, change and/or modify the Memorandum of Association of the Company by inserting, after Clause III. A. 2. of the Main Objects of the Memorandum of Association of the Company, the following new object:

3. To carry on the business of buying, selling, exporting, importing or trading in all kinds of paintings, antiques, manuscripts and other objects of art.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

By Order of the Board
For **Emami Infrastructure Limited**

Place : Kolkata
Date : 11th August, 2016

Payel Jain
Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
 2. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 12th August, 2016. The Postal Ballot Notice is being sent in electronic mode to those members who have registered their e-mail addresses with the Company or with the Depository or the Registrar and Share Transfer Agents and in physical mode to other Members.
 3. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members on **28th August, 2016 (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 Postal Ballot or e-voting. A person who is not a Member as on the cut-off date should accordingly treat this notice for information purposes only.
4. **Members can opt for only one mode of voting.** In case members cast their votes through both the modes, voting through e-voting shall prevail and the votes cast through Physical Postal Ballot forms will be treated as invalid.
 5. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting, i.e., **Monday, 3rd October, 2016**.
 6. The instructions for e-voting are as under:
 - (i) The period for voting commences on **Sunday, 4th September, 2016 at 10.00 A.M.** and ends on **Monday, 3rd October, 2016 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28th August 2016, 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, select the “EMAMI INFRASTRUCTURE LIMITED” from the drop down menu and click on “SUBMIT”
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.
 - (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> o 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. o 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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “EMAMI INFRASTRUCTURE LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on “FORGOT PASSWORD” & enter the details as prompted by the system.
- (xix) 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.

Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) In case of any difficulty in e-voting, the equity shareholder may contact Ms. Payel Jain, Company Secretary at Phone: 033 6613 1200 or at the email at payel.jain@emamirealty.com.

(xxii) Those who become Members of the Company after 12th August, 2016 but before cut-off date, i.e., 28th August, 2016, 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.

Explanatory Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013

Item No. 1

Pursuant to Section 186 of the Companies Act, 2013, the shareholders of the Company, at its 6th Annual General Meeting held on 5th September 2014, had authorized the Board of Directors, to make investment for an amount not exceeding ₹ 200 Crores.

In view of the amalgamation of Emami Realty Limited with the Company and having regard to the current level of operations of the Company, the Board of Directors of your Company recommends the revised limit for making investments, loans/ guarantees or securities in connection with loan, to the extent of ₹ 2,000 Crores.

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of 60% of the aggregate of the paid up capital and free reserves or 100% of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company.

Further as per provisions of Section 110 of the Act read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014, Special Resolution as set out in Item No. 1 is required to be passed by postal ballot.

Accordingly, your Directors recommends the Special Resolution in Item no. 1 for your approval.

None of the Directors, Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution, except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

Item No. 2

Pursuant to the Order of the Hon'ble High Court dated 14th June, 2016 sanctioning the Scheme of Arrangement for Amalgamation of Emami Realty Limited and Emami Rainbow Niketan Private Limited ("Transferor Companies") with the Company and as part of the Scheme, it is necessary for the Company to adopt the Object clause of Emami Realty Limited (since amalgamated with the Company) relating to dealing in paintings and other objects of art. Accordingly it has been proposed that the Main Object Clause of the Memorandum of Association of the Company be amended suitably so as to include the said object clause.

In terms of Section 13 of the Act, consent of the shareholders by passing a Special Resolution is required in this regard to amend the Memorandum of Association of the Company. Further as per provisions of Section 110 of the Act read with Rule 22(16) of the Companies (Management and Administration) Rules, 2014, Special Resolution as set out in Item No. 2 is required to be passed by postal ballot.

Accordingly, recommends the Special Resolution in Item no. 2 for your approval.

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

A copy of the Memorandum of Association of the Company along with proposed alteration is available for inspection at the corporate office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

By Order of the Board
For **Emami Infrastructure Limited**

Place : Kolkata
Date : 11th August, 2016

Payel Jain
Company Secretary



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 6236, E-mail: infra@emamirealty.com, Website : www.emamirealty.com

POSTAL BALLOT FORM

Serial No.:

1. Name and Registered Address of the Sole/First named Member	:	
2. Name(s) of Joint Holder(s), if any	:	
3. Registered Folio No./Client & DP ID No.* (*Applicable to Members holding shares in dematerialized form)	:	
4. Number of shares held	:	

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot and e-voting, by conveying my/our assent or dissent to the said Resolutions by placing the tick (v) mark at the appropriate box below:

Item No.	Subject matter of the Resolution	No. of shares	I/We Assent to the resolution (FOR)	I/We Dissent to the resolution (AGAINST)
1.	Authority to the Board of Directors under Section 186 of the Companies Act, 2013 to make loans, investments, give guarantee or provide security in connection with loan, for maximum aggregate amount not exceeding Rs. 2,000 Crores at any time			
2.	Approval under Section 13 of the Companies Act, 2013 for alteration of Object Clause of the Memorandum of Association of the Company			

Date:

Place:

Signature of the Member

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT

- Members desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Prepaid Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s) deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Company in respect of shares held in physical form or furnished by the Depositories in respect of shares held in demat form.
- In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration no. of the POA or enclosing an attested copy of POA.
- In case of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.,) the completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate authorization.
- Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- Members can also download the Postal Ballot Form from Company's website www.emamirealty.com or seek duplicate Postal Ballot Form from M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agents, at 6 Mangoe Lane, Kolkata – 700 001.
- Members are requested not to send any other paper along with this Postal Ballot Form.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Monday, 3rd October, 2016. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. 28th August, 2016.
- The Company is also offering e-voting facility as an alternate, to all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure has been given in the Notice.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PAN / Sequence Number