



## 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 9th November, 2016 has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting process.

Member(s) have the option to vote either by Postal Ballot or through e-voting. Member(s) 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 **27th February, 2017**. Member(s) 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 **1st March, 2017 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 & if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in partial modification of the resolution passed by the shareholders at the 8th Annual General Meeting of the Company held on 29th September, 2016 and pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Company 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as detailed in table forming part of the Explanatory Statement annexed to this Notice, for financial years commencing from financial year 2016-17.

**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 of Directors of the Company, 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 severally 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."

2. To consider & if thought fit, to pass 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 (including any statutory modification(s) or re-enactment thereof, for the time being in force) 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 ₹ 5,00,000/- 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  
For **Emami Infrastructure Limited**  
**Payel Jain**  
Company Secretary

Place : Kolkata  
Date : 9th November, 2016

**Notes :-**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the resolutions 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 20th January, 2017. 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 **22nd January, 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 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 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., **27th February, 2017**.

6. The instructions for e-voting are as under:
  - (i) The period for voting commences on 29th January, 2017 at 10.00 A.M. and ends on 27th February, 2017 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 22nd January, 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](http://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](http://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:

| <b>For Members holding shares in Demat Form and in Physical Form</b> |  |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>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.<br>o In case the sequence number is less than 8 digits enter the applicable number of O'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 RA0000001 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.<br>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 login 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:payel.jain@emamirealty.com).

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

**Item No. 1**

In terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transaction, i.e., transaction 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 shareholders and the related parties to the particular transaction shall abstain from voting on such resolutions.

In the light of above provisions, the shareholders at the 8th Annual General Meeting of the Company held on 29th September, 2016 has approved transactions with certain related parties. However, 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 approved by the members on 29th September, 2016 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 2016-17.

The approval of the members in respect of material transactions with related parties at Serial No. 1 to 6 and 8 as contained in the Notice dated 11th August, 2016 along with the explanatory statement appended to it, shall remain valid and in force and the present resolution is proposed to modify the limits in respect of transactions with other related parties as contained in the said Notice as also to obtain fresh approval for certain related parties. 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 Related Party                     | Name of the director or KMP who is related        | Nature of Relationship                                   | Nature and material terms of Transaction  | Aggregate maximum value of the contract or arrangement per financial year           |
|---------|---|---|--|---|---|
| 1.      | Lohitka Properties LLP                    | Mr. Girja Kumar Choudhary is a Designated Partner | LLP wherein the Company is a Partner                     | Loan/ Reimbursement of expenses/ Interest/ Corporate Guarantee/ Commission  | Rs. 700 Cr  |
| 2.      | South City Projects (Kolkata) Limited     | Mr. Hari Mohan Marda is a Director                | Entity where Promoters have significant influence        | Loan/ Interest/ Reimbursement of expenses   | Rs.100 Cr   |
| 3.      | Dev Infracity Pvt. Ltd.                   | Mr. Rajesh Bansal is a Director / member          | Enterprises over which one KMP has significant influence | Loan/ Reimbursement of expenses/ Interest/ Corporate Guarantee/ Commission/ Advance / JDA Deposit/ Security/ Sale/ Purchase/ Provision of service   | Aggregate limit of Rs. 3000 Cr for all these companies, severally and / or jointly. |
| 4.      | Raj Infracity Pvt. Ltd.                   |   |  |   |   |
| 5.      | Muskan Infracity Pvt. Ltd.                |   |  |   |   |
| 6.      | Jhansi Properties Pvt. Ltd.               | None  | Entity where Promoters have significant Influence        | The proposed contracts/ arrangements/ transactions of inter corporate loan(s) or any sale /purchase /service contract transaction(s) or any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or a combination thereof are as per Related Party Transaction Policy of the Company so the same may be decided by the Board of Directors at relevant time as mutually agreed between the parties within the overall limits approved by the members. |   |
| 7.      | Emami Estates Pvt. Ltd.                   | None  | -Do-   |   |   |
| 8.      | Paradise Agriculture Pvt. Ltd.            | None  | -Do-   |   |   |
| 9.      | Creative Cultivation Pvt. Ltd.            | None  | -Do-   |   |   |
| 10.     | Oriental Sales Agencies (India) Pvt. Ltd. | None  | -Do-   |   |   |
| 11.     | Emami Home Pvt. Ltd.                      | None  | -Do-   |   |   |
| 12.     | Emami Agrotech Ltd.                       | None  | -Do-   |   |   |
| 13.     | Newway Constructions Ltd.                 | None  | -Do-   |   |   |
| 14.     | Midkot Trades Pvt. Ltd.                   | None  | -Do-   |   |   |
| 15.     | Sneha Abasan Pvt. Ltd.                    | None  | -Do-   |   |   |
| 16.     | Sneha Niketan Pvt. Ltd.                   | None  | -Do-   |   |   |
| 17.     | Suntrack Commerce Pvt. Ltd.               | None  | Promoter Group company                                   | The said Corporate Guarantee/security shall be as per the requirement of Banks/ financial institutions/ NBFCs or any other Lenders.   |   |
| 18.     | Bhanu Vyapaar Pvt. Ltd.                   | None  | -Do-   |   |   |
| 19.     | Diwakar Viniyog Pvt. Ltd.                 | None  | -Do-   |   |   |
| 20.     | Suraj Viniyog Pvt. Ltd.                   | None  | -Do-   |   |   |
| 21.     | PAN Emami Cosmed Ltd.                     | None  | -Do-   |   |   |

The rate of interest on Loans as contemplated above shall not be lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan

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

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.

The aforesaid related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013. However, the same are covered by AS-18 and accordingly, the approval of the members is sought by way of Ordinary resolution under Regulation 23 of the Listing Regulations. Your Directors recommend the resolution for members' approval by an Ordinary Resolution.

Except as mentioned in the above table, 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. 2

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.

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 ₹ 5,00,000/-, whichever is higher.

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  
For **Emami Infrastructure Limited**

Place : Kolkata  
Date : 9th November, 2016

**Payel Jain**  
Company Secretary

**emami infrastructure limited**

CIN : L45400WB2008PLC121426

Corp Off: Akash Tower, 3<sup>rd</sup> Floor, 781, Anandapur, E.M.Bypass, Kolkata-700 107; Tel : (033) 6625 1200Regd. Off: Emami Tower, 2<sup>nd</sup> Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107; Tel : (033) 6613 6264

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

**POSTAL BALLOT FORM**

|   |  |
|---|--|
| <b>Serial No.</b>   |  |
| <b>1. Name and Registered Address of the Sole/First named Member</b>  |  |
| <b>2. Name(s) of Joint Holder(s), if any</b>  |  |
| <b>3. Registered Folio No./Client &amp; DP ID No.*</b><br><i>(*Applicable to Members holding shares in dematerialized form)</i> |  |
| <b>4. Number of shares held</b>   |  |

I/We hereby exercise my/our vote in respect of the following 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.       | Ordinary Resolution for approval to Related Party Transactions under Regulation 23(4) of the Listing Regulations   |               |                                     |  |
| 2.       | Ordinary Resolution for approval to contribute and/or donate to bonafide charitable and other funds/activities under section 181 of the Companies Act, 2013. |               |                                     |  |

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 his/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 23, R. N. Mukherjee Road, Kolkata-700001.
- Members are requested not 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, 27<sup>th</sup> February, 2017. 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. 22<sup>nd</sup> January, 2017.
- 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 |
|---------------------------------|---------|-----------------------|
|                                 |         |                       |