



Ref: EIL/ZRL/SECRETARIAL/2017-18/153

21st January, 2018

The General Manager
Department of Corporate
Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001
Security Code: 533218

The Secretary
The National Stock Exchange of
India Limited
Exchange Plaza,
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Symbol: EMAMIINFRA

The Secretary
The Calcutta Stock Exchange
Limited
7, Lyons Range
Kolkata-700 001
Scrip Code: 015214

Dear Sirs / Madam,

Subject: Disclosure of:

- i. **Combined Voting Results of the Business transacted at the National Company Law Tribunal convened meeting of Equity shareholders of the Company held on 20th January, 2018.**
- ii. **Combined Voting Results, pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017**

Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Pursuant to the Order dated 11th December, 2017 passed by the National Company Law Tribunal, Bench at Kolkata, a meeting of Equity Shareholders of the Company was held on Saturday, 20th January, 2018 at 11 a.m. at Emami Tower, 687, Anandapur, E. M. Bypass, Kolkata-700107, for approving the scheme of amalgamation proposed to be made between Zandu Realty Limited ("**Transferor Company**"), with Emami Infrastructure Limited ("**Transferee Company**") and their respective Shareholders and Creditors.

Further, the Company has provided the facility of e-voting, postal ballot and voting at the meeting as per Companies Act, 2013, SEBI Circular and the aforesaid Order of NCLT.

Accordingly, voting by equity shareholders of the Company for approval of the Scheme has been carried out through (i) postal ballot; (ii) e-voting; and (iii) voting at the venue of the meeting, which was held on 20th January, 2018.

Further, in terms of the SEBI Circular and NCLT Order, the Scheme is also required to be approved by majority of the Public Shareholders of the Company by e-voting and accordingly, voting by Public Shareholders of the Company has been carried out through e-voting.





As per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the followings disclosures:-

- a. In terms of the Companies Act, 2013 and NCLT Order - Voting results of equity shareholders of the business transacted through (i) postal ballot; (ii) e-voting; and (iii) voting at the venue of the meeting along with the Scrutinizer's Report - **Annexure A**.
- b. In terms of the SEBI Circular - Voting results of the Public Shareholders by e-voting, along with a separate Scrutinizer's Report - **Annexure B**.

The proposed resolution approving the Scheme was passed with requisite majority by Equity Shareholders of the Company (including Public Shareholders), as required by NCLT Order and the SEBI Circular.

The above if for your information and dissemination to the public.

For Emami Infrastructure Limited

Payel Jain

Payel Jain
Company Secretary
ACS 22418



Encl: As above

Annexure - A



EMAMI INFRASTRUCTURE LTD - Voting Summary

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)

Date of the Court Meeting	January 20, 2018
Total Number of Shareholders on record date	11722
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	46
Public	229
Total	275
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	

Agenda- wise disclosure (to be disclosed separately for agenda item)

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
1 .			Approval of the Scheme of Amalgamation between Zandu Realty Limited (Transferor Company) and Emami Infrastructure Limited (Transferee Company) and their respective shareholders and creditors (Scheme) pursuant to the Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.						
Whether promoter/promoter group are interested in the agenda/resolution ?									
YES									
Promoter & Promoter Group	E-Voting Poll Postal Ballot (if applicable) Total	1,41,08,278	1,40,72,708	99.75	1,40,72,708	-	100.00	-	
Public - Institutional holders	E-Voting Poll Postal Ballot (if applicable) Total	66,030	-	-	-	-	-	-	
Public - Non Institution	E-Vote Poll Postal Ballot (if applicable) Total	1,01,24,084	21,67,763	21.41	21,67,743	20	99.9991	0.0009	
			1,126	0.01	1,106	20	98.2238	1.7762	
			865	0.01	865	-	100.0000	-	
			21,69,754	21.43	21,69,714	40	99.9982	0.0018	
Total		2,42,98,392	1,62,42,462	66.85	1,62,42,422	40	99.9999	0.0001	

Mohan Ram Goenka

Company Secretaries

46, B. B. Ganguly Street, 4th Floor,

Room No. 6, Kolkata- 700012

Phone No: 2237 9517, Cell: 9831074332

Email: goenkamohan@gmail.com

REPORT OF THE SCRUTINIZER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL (NCLT) CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF EMAMI INFRASTRUCTURE LIMITED HELD ON SATURDAY 20TH JANUARY, 2018 AT 11.00 A.M. AT EMAMI TOWER, 687, ANANDAPUR, E.M. BYPASS, KOLKATA-700107 .

To,
Mr. A. K. Tripathi
The Chairperson

NCLT Convened Meeting of the Equity Shareholders of **Emami Infrastructure Limited**,

Held on Saturday, 20th January, 2018 at 11.00 A.M. at Emami Tower, 687, Anandapur, E. M. Bypass, Kolkata-700107

Sub: Scrutinizer's Report on Voting through e-voting, Postal Ballot and voting through ballot paper at the venue of the NCLT Convened Meeting of the Equity Shareholders of Emami Infrastructure Limited held on 20th January, 2018 at 11.00 AM at Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata-700107

Dear Sir,

I, Mohan Ram Goenka, Company Secretary in Practice, appointed as a Scrutinizer for the purpose of meeting conducted as per directions and order of the Kolkata Bench of the National Company Law Tribunal ("NCLT") dated December 11, 2017 for approving the scheme of amalgamation proposed to be made between Zandu Realty Limited ("**Transferor Company**"), with Emami Infrastructure Limited ("**Transferee Company**") and their respective Shareholders and Creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any Statutory Modification(s) or re-enactment thereof), at the NCLT convened meeting of the Equity Shareholders of the Company, held on 20th January, 2018 at 11:00 AM at Emami Tower, 687, Anandapur, E.M. Bypass Kolkata-700107 ("Meeting").

The Management of the Transferee Company is responsible to ensure the compliance of the requirement of the Companies Act, 2013 and Rules made thereunder relating to voting through evoting, postal ballot and voting through ballot paper at the venue of the NCLT Convened Meeting on the proposed Resolution as contained in the notice of NCLT convened meeting of the Equity Shareholders of the Company.

My responsibility as a Scrutinizer for the voting through through evoting, postal ballot and voting through ballot paper at the venue of the NCLT Convened Meeting of the Equity Shareholders of the Company is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution as contained in the notice of NCLT convened Meeting dated 13th December 2017, based on the votes casted through all aforesaid modes.

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Further to the above, I submit my Report as under:

- (I) Voting rights have been reckoned on the paid-up value of shares registered in the names of the Members as on Cut off date i.e., 8th December, 2017
- (II) The duly completed postal ballot form as received by the Scrutinizer on or before 5:00 P.M. on Friday, 19th January, 2018 being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
- (III) The e-voting period commenced from 9.00 a.m. on Thursday, 21st December, 2017 and ended on 5.00 p.m. on Friday, 19th January, 2018 and the CDSL e-voting platform was blocked thereafter.
- (IV) The members who did not cast their votes through electronic means and postal ballot were also provided with the facility for voting through ballot papers at the venue of the NCLT Convened Meeting of the Equity shareholders of the Company.
- (V) The members were provided with the facility for voting through ballot papers at the venue of the NCLT Convened Meeting of the Equity shareholders of the Company.
- (VI) At the time fixed for closing of the voting through ballot paper by the Chairman, ballot box kept for voting were locked in my presence with due identification marks placed by me.
- (VII) The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinised. The ballot papers were reconciled with the records maintained by M/s. Central Depository Services Limited (CDSL), the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- (VIII) The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- (IX) The votes casted by e-voting and postal ballot were unblocked on 20.01.2018 in the presence of two witnesses Ms. Sneha Khaitan and Ms. Tanvee Srivastav who are not in the employment of the Company.
- (X) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" or "against" each of the resolution that were put to vote, were derived from the e-voting website of CDSL, votes casted through postal ballot and ballot paper at the venue of NCLT convened meeting of the Equity shareholders and based on such data, the result of the voting by all modes are stated hereunder ;

Resolution: Approval of the Scheme of Amalgamation between Zandu Realty Limited ("Transferor Company"), with Emami Infrastructure Limited ("Transferee Company") and their respective Shareholders and Creditors pursuant to provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules and SEBI Circulars.

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A. Voting through E-voting :-

Summary of the votes casted through Electronic Voting System is as follows:

Sl. No.	Particulars	Resolution
1.	Total No. of members casted votes through e-voting system	102
2.	Total No. of members whose votes where declared invalid	NIL
3.	Total No. of members casted valid votes	102
4.	Total No. of members casted votes in favour of the resolution	101
5.	Total No. of members casted votes against the resolution	01
6.	Total No. of votes/ shares casted through e-voting system	1,62,40,471
7.	Total No. of votes/ shares declared invalid	NIL
8.	Total No. of valid votes/ shares casted through e-voting system	1,62,40,471
9.	Total No. of votes/ shares casted in favour of the resolution	1,62,40,451
10.	Total No. of votes/ shares casted against the resolution	20

(i) **Voted in favour of the Resolution:**

Number of members voted through electronic system	Number of votes cast by them	% of the Total Number of Valid Votes cast
101	1,62,40,451	99.9999

(ii) **Voted against the Resolution:**

Number of members voted through electronic system	Number of votes cast by them	% of the Total Number of Valid Votes cast
01	20	0.0001

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total number of votes cast by them
NIL	NIL



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B. Voting through Postal Ballot :-

Summary of the Postal Ballot votes casted through Physical Mode is as follows:

Sl. No.	Particulars	Resolution
1.	Total No. of Postal Ballot Forms Received	16
2.	Total No. of Invalid Postal Ballot Forms	1
3.	Total No. of Valid Postal Ballot Forms	15
4.	Total No. of Valid Postal Ballot Forms in Favour of the Resolution	15
5.	Total No. of Valid Postal Ballot Forms Against the Resolution	NIL
6.	Total No. of Votes/Shares casted	866
7.	Total No. of invalid Votes/Shares	1
8.	Total No. of Valid Votes/Shares casted	865
9.	Total No. of Valid Votes/Shares in favour the Resolution	865
10.	Total No. of Valid Votes/Shares against the Resolution	NIL

(i) **Voted in favour of the Resolution:**

Number of members voted through ballot	Number of votes cast by them	% of the Total Number of Valid Votes cast
15	865	100

(ii) **Voted against the Resolution:**

Number of members voted through ballot	Number of votes cast by them	% of the Total Number of Valid Votes cast
NIL	NIL	NIL

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total number of votes cast by them
1	1



C. Voting through ballot paper at the venue of the meeting

:-

Sl. No.	Particulars	Resolution
1.	Total No. of members present in person or by proxy or by authorized representative at the NCLT Convened Meeting	64
2.	Total No. of members present in person or by proxy or by authorized representative who have casted their vote by way of ballot paper at the NCLT Convened Meeting	64
3.	Total No. of Invalid Votes casted at the NCLT Convened Meeting	2
4.	Total No. of Valid Votes casted at the NCLT Convened Meeting	62
5.	Total No. of members casted votes in favour of the resolution	57
6.	Total No. of members casted votes against the resolution	5
7.	Total No. of votes/ shares casted at the meeting	1144
8.	Total No. of votes/ shares declared invalid	18
9.	Total No. of valid votes/ shares	1126
10.	Total No. of votes/ shares casted in favour of the resolution	1106
11.	Total No. of votes/ shares casted against the resolution	20

(i) **Voted in favour of the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the Total Number of Valid Votes cast
57	1106	98.22

(ii) **Voted against the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the Total Number of Valid Votes cast
5	20	1.78

(iii) **Invalid Votes :**

Total Number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them
2	18



Consolidated results on votes in favour/against on the resolution passed through all the above mentioned means of voting.

Sl. No.	Particulars	<u>Number of members</u>	<u>Number of votes</u>
A.	Votes cast in FAVOUR of the resolution.	173	1,62,42,422
B.	Votes cast AGAINST the resolution.	6	40
	Total	179	1,62,42,462

The Combined results of the e-voting, Postal Ballot and voting through ballot paper at the venue of the NCLT Convened Meeting are as follows:

- i. 179 Equity shareholders holding in aggregate 1,62,42,462 Equity shares, constituting 96.65 % in number and representing 99.9999 % in value, voted in favour of the resolution.
- ii. 6 Equity shareholders holding in aggregate 40 Equity shares, constituting 3.35 % in number and representing 0.0001 % in value, voted against the resolution.
- iii. Votes of 3 Equity shareholders were declared invalid.

Based on the foregoing, the aforesaid resolutions may accordingly be declared to have been passed overwhelming majority.

All the relevant records relating to the voting were sealed and handed over to the Chairman of the Meeting, for filing his report with the National Company Law Tribunal.

Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551



Mohan Ram Goenka
MR & Associates
Company Secretaries
46, B B Ganguly Street
Room No 406, 4th Floor
Kolkata- 700 012
CP 2551 F 4515

Place: Kolkata
Date: 20.01.2018

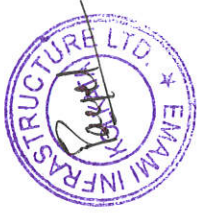


Annexure - B.

EMAMI INFRASTRUCTURE LTD - Voting Summary

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)

Date of the Court Meeting	January 20, 2018
Total Number of Shareholders on record date	11722
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	46
Public	229
Total	275
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	



Agenda- wise disclosure (to be disclosed separately for agenda item)

1.		Approval of the Scheme of Amalgamation between Zandu Realty Limited (Transferor Company) and Emami Infrastructure Limited (Transferee Company) and their respective shareholders and creditors (Scheme) pursuant to the Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.						
Whether promoter/promoter group are interested in the agenda/resolution ?		YES						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	1,41,08,278	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total							
Public - Institutional holders	E-Voting	66,030	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total							
Public - Non Institution	E-Vote	1,01,24,084	21,67,763	21.41	21,67,743	20	99.9991	0.0009
	Poll		1,126	0.01	1,106	20	98.2238	1.7762
	Postal Ballot (if applicable)		865	0.01	865	-	100.0000	-
	Total		21,69,754	21.43	21,69,714	40	99.9982	0.0018
Total		2,42,98,392	21,69,754	8.93	21,69,714	40	99.9982	0.0018

Mohan Ram Goenka

Company Secretaries
46, B. B. Ganguly Street, 4th Floor,
Room No. 6, Kolkata- 700012
Phone No: 2237 9517, Cell: 9831074332
Email: goenkamohan@gmail.com

REPORT OF THE SCRUTINIZER ON VOTING THROUGH E-VOTING BY PUBLIC SHAREHOLDERS OF EMAMI INFRASTRUCTURE LIMITED IN TERMS OF SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED 10TH MARCH 2017.

To,
The Board of Directors
Emami Infrastructure Limited
Emami Tower, 2nd Floor,
687 Anandapur, E. M. Bypass,
Kolkata – 700 107

Sub: Scrutinizer's Report on Voting through e-voting by Public Shareholders of Emami Infrastructure Limited in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017

Dear Sir,

I, Mohan Ram Goenka, Company Secretary in Practice, appointed as a Scrutinizer for the purpose of conducting the voting done through e-voting on the resolution in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017, seeking approval of the Public Shareholders for the scheme of amalgamation proposed to be made between Zandu Realty Limited ("Transferor Company"), with Emami Infrastructure Limited ("Transferee Company") and their respective Shareholders and Creditors, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any Statutory Modification(s) or re-enactment thereof), in terms of Notice dated 13th December, 2017 ("Notice").

The Management of the Transferee Company is responsible to ensure the compliance of the requirement of the Companies Act, 2013 and Rules made thereunder relating to voting through e-voting on the proposed Resolution as contained in the said Notice.

My responsibility as a Scrutinizer for the voting through e-voting is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution by the Public Shareholders as contained in the said Notice.

Further to the above, I submit my Report as under:

- (I) Voting rights have been reckoned on the paid-up value of shares registered in the names of the Members as on Cut off date i.e., 8th December, 2017
- (II) The Company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing e-voting platform to the equity shareholders of the Company.
- (III) The e-voting period commenced from 9.00 a.m. on Thursday, 21st December, 2017 and ended on 5.00 p.m. on Friday, 19th January, 2018 and the CDSL e-voting platform was blocked thereafter.



(IV) The votes casted by e-voting were unblocked on 20.01.2018 in the presence of two witnesses Ms. Sneha Khaitan and Ms.Tanvee Srivastav who are not in the employment of the Company.

(V) Thereafter, the details containing inter alia, list of Public Shareholders, who voted "for" or "against" the resolution that was put to vote, was derived from the e-voting website of CDSL and based on such data, the result of the voting by Public Shareholders through e-voting are stated hereunder ;

Resolution: Approval of the Scheme of Amalgamation between Zandu Realty Limited ("Transferor Company"), with Emami Infrastructure Limited ("Transferee Company") and their respective Shareholders and Creditors pursuant to provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules and SEBI Circulars.

Voting through E-voting by Public Shareholders:-

Summary of the votes casted through Electronic Voting System is as follows:

Sl. No.	Particulars	Resolution
1.	Total No. of members casted votes through e-voting system	50
2.	Total No. of members whose votes where declared invalid	NIL
3.	Total No. of members casted valid votes	50
4.	Total No. of members casted votes in favour of the resolution	49
5.	Total No. of members casted votes against the resolution	01
6.	Total No. of votes/ shares casted through e-voting system	21,67,763
7.	Total No. of votes/ shares declared invalid	NIL
8.	Total No. of valid votes/ shares casted through e-voting system	21,67,763
9.	Total No. of votes/ shares casted in favour of the resolution	21,67,743
10.	Total No. of votes/ shares casted against the resolution	20

(i) Voted in favour of the Resolution:

Number of members voted through electronic system	Number of votes cast by them	% of the Total Number of Valid Votes cast
49	21,67,743	99.9991

(ii) Voted against the Resolution:

Number of members voted through electronic system	Number of votes cast by them	% of the Total Number of Valid Votes cast
01	20	0.0009

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total number of votes cast by them
NIL	NIL



Results on votes in favour/against on the resolution by Public Shareholders passed through e-voting

Sl. No.	Particulars	<u>Number of Public Shareholders</u>	<u>Number of votes</u>
A.	Votes cast in FAVOUR of the resolution.	49	21,67,743
B.	Votes cast AGAINST the resolution.	1	20
	Total	50	21,67,763

The results of the e-voting by Public Shareholders are as follows:


- i. 49 Public Shareholders holding in aggregate 21,67,743 Equity shares, representing 99.9991% in value, voted in favour of the resolution.
- ii. 1 Public shareholder holding in aggregate 20 Equity shares, representing 0.0009% in value, voted against the resolution.

Based on the foregoing, the number of votes cast by the Public Shareholders (through e-voting) in favour of the aforesaid resolution for approval of Scheme is more than the number of votes cast by the Public Shareholders against it and accordingly, the aforesaid resolution may be declared to have been passed by overwhelming majority.

Thanking You,

Yours Faithfully,


Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551


Mohan Ram Goenka
M.R. & Associates
Company Secretaries
46, B B Ganguly Street
Room No- 406, 4th Floor
Kolkata- 700 012
CP 2551 F 4515

Place: Kolkata
Date: 20.01.2018