

NOTICE

NOTICE is hereby given that the 7th 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 9th September, 2015 at 2.30 P.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, 2015 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 (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 in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS

4. 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 Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder and Clause 49 of the Listing Agreement, Mrs. Karabi Sengupta (DIN: 02534951), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 31st March 2015 by the Board of

Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years up to 31st March 2020 and whose office shall not be liable to determination by retirement of Directors by rotation”.

By Order of the Board

Place : Kolkata

Date : May 25, 2015

Payel Jain

Company Secretary

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 Business 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 3rd day of September, 2015 to 9th day of September, 2015, (both days inclusive).
6. A statement containing details of the Director seeking

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- appointment/re-appointment at the Meeting as required under clause 49 of the Listing Agreement is annexed.
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 members of the Company who have not yet encashed the fractional entitlement of shares of the Company upon the De-merger of 'Realty Undertaking' of Emami Limited are requested to forward the warrants to the Company/RTA for revalidation of the same.
 11. 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.
 12. Electronic copy of the Annual Report for 2014-15 and Notice of the 7th 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 Participant(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 7th 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 7th Annual General Meeting and Annual Report for 2014-15 will also be available on Company's website at www.emamirealty.com for their download.
 13. **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.**
 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 Clause 35B of the Listing Agreement, 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).
 15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 2nd September, 2015 (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 AGM.
 16. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM who have not cast their vote through remote e-voting shall be able to exercise their right at the AGM through ballot paper. The members who have already cast their vote through remote e-voting can attend AGM but shall not be entitled to cast their votes again.
- The instructions for members for voting electronically are as under :**
- (i) The voting period begins on Saturday, 5th September, 2015 from 10:00 a.m. (IST) and ends on Tuesday, 8th September, 2015 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 2nd September 2015, 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,

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- 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 then 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> <p>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.</p> <p>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.</p>
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	<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) Note for Institutional Shareholders & Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.

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- 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.
- (xix) 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.
- (xx) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
- (xxi) Those who become Members of the Company after dispatch of the AGM Notice but on or before 2nd September 2015 (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.
- (xxii) The Board of Directors of the Company at their meeting held on 25th May 2015 has appointed Mr. Manoj Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: mbanthia2010@gmail.com
- (xxiii) The results of voting will be declared within 48 hours from the conclusion of AGM and the resolutions proposed thereat will be deemed to be passed on the date of AGM, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer's Report, will be availed forthwith on the website of the Company 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

The Board of Directors at its meeting held on 31st March, 2015 appointed Mrs. Karabi Sengupta as an Additional Director of the Company with effect from 31st March 2015 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Karabi Sengupta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and is independent of the management. Accordingly, in compliance of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Mrs. Karabi Sengupta, being eligible and offering herself for appointment, is proposed to be appointed as Independent Directors of the Company for a term of 5 consecutive years from the date of her appointment. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose the appointment of Mrs. Karabi Sengupta as Director of the Company.

Copy of the letter of appointment of Mrs. Karabi Sengupta as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Your Directors seek your approval to the said resolution. Except Mrs. Karabi Sengupta, the appointee herself and her relatives, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution.

By Order of the Board

Place : Kolkata
Date : May 25, 2015

Payel Jain
Company Secretary

NOTICE (Contd.)

Pursuant to Clause 49 of the listing agreements with the stock exchanges, following information is furnished about the Directors proposed to be appointed/re-appointed

- Mrs. Karabi Sengupta, aged 64 years, is a Non-Executive Independent Director on the Board of the Company since March 31, 2015. Mrs. Sengupta is a Bachelor in Architecture from Jadavpur University. She was associated with West Bengal Housing Board for almost 30 years and retired after serving as the Chief Architect of West Bengal Housing Board for 10 years in 2011. She has also been an Architectural Advisor and subsequently the Chief Architect to Newtown Kolkata Development Authority for almost 10 years.

Mrs. Sengupta does not hold any shares in the Company. She is not related to any other Director of the Company.

Other Directorships	Other Committee Memberships
Zandu Realty Limited	NIL

- Mr. Girja Kumar Choudhary, aged 53 years, is the Whole-time Director & CFO of the Company since May 15, 2012. Mr. Choudhary is a B.Com (Hons) Gold Medallist, Chartered Accountant. He has over 28 years of experience in the industry and profession. He joined Realty vertical of Emami Group in year 2006. He is also the Whole-time Director of the Emami Realty Limited, wholly-owned subsidiary of

the Company and serving as Director on the Board of other Group companies of the Real Estate vertical of Emami Group. Since June, 2006, he has been playing a pioneer role in the activities and functioning of these companies. He is not related to any other Director of the Company.

Other Directorships	Other Committee Memberships
Emami Realty Ltd.	Emami Realty Ltd. Audit Committee, Member
Optima Consultancy Services Pvt Ltd.	
Corporate Service Apartments Hotels Pvt. Ltd.	
Sneha Ashiana Pvt. Ltd.	
Prime Constructions Pvt. Ltd.	
New Age Realty Pvt. Ltd.	
Delta PV Pvt. Ltd.	
Emami Constructions Pvt. Ltd.	
Roseview Developers (P) Ltd.	
Emami Rainbow Niketan Pvt. Ltd.	
Bengal Emami Housing Ltd.	
Emami Vriddhi Commercial Pvt. Ltd.	
Namo EDU Infrastructure Pvt. Ltd.	

**emami infrastructure limited**

CIN : L45400WB2008PLC121426
 Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107
 Tel : 033 6613 6236, Fax : 033 6613 6249
 E-mail: infra@emamirealty.com, Website : www.emamirealty.com

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 7th Annual General Meeting (AGM) of Emami Infrastructure Limited being held on Wednesday, 9th September, 2015 at 2.30 P.M. at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107.

Folio No/DP ID & Client ID :	
Share Holding :	
Serial No :	
Name :	
Name(s) of Joint Holder(s), if any :	
Address :	

Proxy's Name in Block Letters

Member's/Proxy's Signature

**emami infrastructure limited**

CIN : L45400WB2008PLC121426
 Regd. Off: Emami Tower, 2nd Floor, 687, Anandapur, E.M. Bypass, Kolkata-700 107
 Tel : 033 6613 6236, Fax : 033 6613 6249
 E-mail: infra@emamirealty.com, Website : www.emamirealty.com

PROXY FORM – MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Emami Infrastructure Limited, holding.....Equity Shares of the above named Company, 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-mail ID :Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting (AGM) of the Company, to be held on Wednesday, 9th September, 2015 at 2.30 P.M. at Emami Tower, 687 Anandapur, E.M. Bypass, Kolkata-700107 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *		
		For	Against	Abstain
Ordinary Business				
1.	To consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015 and the reports of the Directors and 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 reappointment.			
3.	To ratify appointment of M/S S.K. Agrawal & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of next AGM of the Company and authorise Board of Directors to fix their remuneration.			
Special Business				
4.	To pass an Ordinary Resolution for appointment of Mrs. Karabi Sengupta (DIN: 02534951) as an Independent Director for a term of five consecutive years upto 31.03.2020.			

Signed thisday of2015

Signature of Shareholder.....

Signature of Proxyholder.....

Affix
 Revenue
 Stamp of
 ₹ 1/- here

- Notes : 1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.
 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 7th Annual General Meeting of the Company.
 3. *It is optional to put a 'X' in the appropriate column against the resolutions indicated to the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.