



Emami Infrastructure Limited

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107,
Tel: 022 6625 1200; E-mail: infra@emamirealty.com Website: www.emamirealty.com

NOTICE

NOTICE is hereby given that the 10th Annual General Meeting of the Members of Emami Infrastructure Limited will be held at 777, Anandapur, E. M. Bypass, Kolkata – 700 107 on Thursday, 27th September, 2018, at 10.30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018 together with the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Basant Kumar Parakh (DIN: 00103176), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Hari Mohan Marda (DIN: 00855466), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 1st April, 2019.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Marda who has attained the age of 75 years as on 1st January, 2018, for the remaining period of his existing term of Directorship, ending on 31st March, 2019 and further term ending on 31st March, 2024, as Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such

acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Abhijit Datta (DIN: 00790029), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 1st April, 2019.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Ram Gobind Ganeriwala (DIN: 00863042), be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 1st April, 2019.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Ganeriwala on his attaining the age

of 75 years during his term of 5 years commencing from 1st April, 2019, as Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 the following New Objects No. 4, 5 and 6 after the existing Clause No. III.A.3:

4. To manufacture from crude drugs and raw materials, Drugs and Chemicals, Chemical Goods, Pharmaceutical Preparations, Aerated and Mineral Waters and similar other preparations.
5. To buy, import, export and generally deal in raw materials.
6. To open and maintain such Agencies at different places in India or elsewhere; as may be found necessary.

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

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

“**RESOLVED THAT** pursuant to provision of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, 20,00,000 equity shares of ₹ 100/- each in the Authorised Share Capital of the Company, transferred on amalgamation of Zandu Realty Limited (since amalgamated with the Company) be and are hereby sub-divided into 10,00,00,000 Equity Shares of the face value of ₹ 2/- each and accordingly, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substitution thereof by the following clause:

- V. The Authorized Share Capital of the Company is ₹ 27,05,00,000/- (Rupees Twenty Seven Crores Five Lakhs only) divided into 13,52,50,000 (Thirteen Crores Fifty Two Lakhs Fifty Thousand only) Equity Shares of ₹ 2/- (Rupees Two only) each with such rights, privileges and conditions attaching power to increase and reduce the capital of the Company and to divide or sub-divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of Association for the time being.

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 this regard.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed thereunder (including any statutory modification or re-enactments thereof for the time being in force) or any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange(s) where the equity shares of the Company are listed and/or other regulatory and statutory authorities/departments as may be necessary, the consent of the members be and is hereby accorded to change the name of the Company from “EMAMI INFRASTRUCTURE LIMITED” to “EMAMI REALTY LIMITED”.

RESOLVED FURTHER THAT the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:

- I. The name of the Company is “EMAMI REALTY LIMITED”

RESOLVED FURTHER THAT in terms of Section 13 & 14 of the Companies Act, 2013 the Memorandum and Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. EMAMI REALTY LIMITED.

RESOLVED FURTHER THAT any one of the Directors and / or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the Statutory Authorities, and to execute all such deeds, documents, agreement and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorised representatives, to appear before the office of the Registrar of Companies (MCA) and / or deal with Stock Exchanges(s) concerned to settle and finalise all issues that may arise in this regard for giving effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

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

“**RESOLVED THAT** in addition to the resolution passed by the members at the 9th Annual General Meeting of the Company held on 21st September, 2017 and pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, members do hereby confirm, ratify and approve the related party transaction in respect of creation of equitable mortgage on the land parcels situated at Gobindpur, Bhubaneswar, Odisha owned by Supervalve Nirman LLP, a LLP wherein the Company is a partner, for securing the Facility of ₹ 100 Crores, availed by the Company, in favour of Axis Finance Limited, during the financial year 2017-18, upto the tenure of the Facility.

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 above arrangement/ transactions/ contracts and to perform all other obligations in terms of such arrangements/ transactions/ contracts with the related party.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections

42, 71 of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Act and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to directions and / or regulations issued by SEBI or RBI in this regard as may be applicable, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution or any Director as may be approved by the Board), to issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures (‘NCDs’) whether listed or unlisted, including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, to eligible person(s), provided the outstanding amount at any time during the period shall not exceed the overall borrowing limits of the Company as may be approved by the Members from time to time, on such terms and conditions including the price, coupon, premium/discount, tenor etc., as may be determined by the Board.

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

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

**Payel Jain
Company Secretary
M. No. A22418**

**Place: Kolkata
Date: 8th August, 2018**

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) may appoint a proxy to attend and vote on his behalf. A 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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2018 to 27th September, 2018, (both days inclusive).
6. A statement containing details of the Directors seeking re-appointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 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 Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Electronic copy of the Annual Report for 2017-18 and Notice of the 10th Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 10th 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 10th Annual General Meeting and Annual Report for 2017-18 will also be available on Company’s website at www.emamirealty.com for download.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. M/s S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), were appointed as Statutory Auditors of the Company to hold office from the conclusion of 6th Annual General Meeting of the Company held on 5th September, 2014 till the conclusion of the 11th Annual General Meeting of the Company, subject to ratification by members every year as prescribed under the then prevailing provisions of the Companies Act, 2013.

In view of the amendment in the provisions of Section 139 of the Companies Act, 2013 vide the Companies Amendment Act, 2017 effective from 7th May, 2018, ratification of appointment of statutory auditors is not required.
14. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed M/s MKB & Associates, Practising Company Secretaries, as the Scrutinizer for this purpose.
15. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 21st September, 2018 (**cut-off date**). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will

be entitled to cast their votes by remote e-voting or ballot voting at the Meeting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.

16. The facility for voting through ballot paper will also be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the Meeting through ballot paper. The members who have already cast their vote through remote e-voting may attend Meeting but will not be entitled to cast their votes again.
17. Members who are holding shares in physical form are hereby informed that SEBI has amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Notification dated 8th June, 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from 5th December, 2018.

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

- (i) The voting period begins on 24th September, 2018 from 10:00 a.m. (IST) and ends on 26th September,

2018, 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 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and in Physical Form	
PAN	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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field–Sequence number is communicated in the Covering Letter.
DOB	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.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for “EMAMI INFRASTRUCTURE LIMITED”.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent

- to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on “FORGOT PASSWORD” & enter the details as prompted by the system.
 - (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xix) Note for Institutional Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
 - (xxii) Those who become Members of the Company after dispatch of the AGM Notice but on or before 21st September, 2018 (**cut-off date**) may write to CDSL at helpdesk.evoting@cdslindia.com or to the Company at infra@emamirealty.com requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website www.evotingindia.com and exercise their votes.
 - (xxiii) The results of voting will be declared within 48 hours from the conclusion of Meeting and the resolutions proposed thereat will be deemed to be passed on the date of Meeting, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer’s Report, will be available on the Company’s website www.emamirealty.com and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed.
 - (xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

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

Item No. 3, 4 and 5

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has proposed re-appointment of Mr. Hari Mohan Marda, Mr. Abhijit Datta and Mr. Ram Gobind Ganeriwala as Independent Directors of the Company at this Annual General Meeting for a second term of 5 years with effect from 1st April, 2019.

The Nomination and Remuneration Committee at its meeting held on 30th May, 2018 and 7th August, 2018, evaluated the performance of Mr. Marda, Mr. Datta and Mr. Ganeriwala. Based on their experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from them and concluded that their individual performances were satisfactory.

In terms of the recently notified amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members by way of Special Resolution is also required for appointment of a person as Non-Executive Director or continuation of directorship of any person as Non-Executive Director who has attained the age of 75 years. Mr. Marda has attained the age of 75 years on 1st January, 2018 and Mr. Ganeriwala will attain the age of 75 years during his second term ending on 31st March, 2024. These Special Resolutions, once passed shall also be deemed as your approval under the aforesaid Regulations, for continuation of Mr. Marda and Mr. Ganeriwala as Independent Directors of the Company beyond the age of 75 years.

The Company has received declarations to the effect that Mr. Marda, Mr. Datta and Mr. Ganeriwala meets the criteria of Independent Director as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In the opinion of the Board, Mr. Marda, Mr. Datta and Mr. Ganeriwala fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, for re-appointment as Independent Directors of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommend the Special Resolutions in relation to re-appointment of Mr. Hari Mohan Marda, Mr. Abhijit Datta and Mr. Ram Gobind Ganeriwala as Independent Directors, for your approval.

Disclosures required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

and Secretarial Standard-2 is provided as Annexure to the Notice.

A copy of the draft Letter of re-appointment of the above named Independent Directors, setting out terms and conditions of their re-appointment, would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective re-appointment and their relatives, are concerned or interested, financially or otherwise, in these Resolutions.

Item No. 6

Pursuant to the Order dated 4th May, 2018 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, sanctioning the Scheme of Amalgamation of Zandu Realty Limited with the Company w.e.f. 1st April, 2017, being the Appointed Date, it is necessary for the Company to adopt the Object Clause of the erstwhile Zandu Realty Limited relating to the businesses which are not included in the Object Clause of the Company. Accordingly, the Main Object Clause of the Company is proposed to be amended suitably so as to include the said object clauses.

In terms of Section 13 of the Companies Act, 2013, consent of the shareholders by way of Special Resolution is required in this regard to amend the Memorandum of Association of the Company. Accordingly, the Board recommends the Special Resolution at Item No. 6 for your approval.

None of the Directors or Key Managerial Personnel of the Company 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 the proposed alteration is available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 7

Pursuant to the Order dated 4th May, 2018 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, sanctioning the Scheme of Amalgamation of Zandu Realty Limited with the Company w.e.f. 1st April, 2017, being the Appointed Date and in terms of the Para 15 of the Scheme, the Authorised Share Capital of the erstwhile Zandu Realty Limited stand transferred to and vested in the Company and, accordingly the Authorised Share Capital of the Company stood increased from ₹ 7,05,00,000/- to ₹ 27,05,00,000/-.

In order to have uniform face value, it is proposed that 20,00,000 equity shares of ₹ 100/- each transferred on amalgamation of erstwhile Zandu Realty Limited be sub-divided into 10,00,00,000

Equity Shares of the face value of ₹ 2/- each and consequent alteration be made in the existing Clause V of the Memorandum of Association of the Company, as stated in the resolution.

As per Section 13 read with Section 61 of the Act, approval of the members is required by means of an Ordinary Resolution for alteration of the Capital Clause of the Memorandum of Association. Accordingly, the Board recommends the Resolution at Item No. 7 for your approval.

None of the Directors or Key Managerial Personnel of the Company 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 the proposed alteration is available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 8

Considering the nature of Company's business of real estate development, the management is of the view that the word "Realty" is more suitable than "Infrastructure" in the name of the Company. Moreover, your Company is commonly known as "Emami Realty" among various stakeholders. Accordingly, the Board vide resolution passed by circulation, has approved the change in the name of the Company from "Emami Infrastructure Limited" to "Emami Realty Limited" or such other name as may be made available by the Registrar of Companies and acceptable to the Board of Directors of the Company, subject to the approval of the statutory/ regulatory authorities and of the members. Subsequently, the Company has applied to the Registrar of Companies for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013. The change in name has been proposed to align the name of the Company with its objects and no change have been proposed to be made in the Object Clause of the Memorandum of Association of the Company.

The provisions of Section 13(2) of the Companies Act, 2013, inter alia requires the approval of the shareholders by way of Special Resolution for change of name and consequential amendment in Memorandum and Articles of Associations of the Company.

The Board accordingly recommends the Special Resolution at Item No. 8 for your approval.

None of the Directors or Key Managerial Personnel of the Company 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 the proposed alteration is available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

Item No. 9

In terms of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing

Regulations'), all material transactions with related parties as per 2(1)(zb) of the Listing Regulations, i.e., transactions which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, require approval of the members and the related parties shall abstain from voting on such resolution.

The Company has availed credit facility of ₹100 Crores (Rupees One Hundred Crore Only) from Axis Finance Limited on the terms and conditions as contained in its Sanction Letter dated 10th February, 2017 and 22nd May, 2017. One of the conditions of this facility was provision of additional security by the Company. In this connection, the Company approached Supervalve Nirman LLP, wherein the Company is a Partner, to create mortgage on its land parcels situated at Gobindpur, Bhubaneswar, Odisha for securing the said Facility.

Accordingly, the Audit Committee and Board of Directors vide their respective resolutions, has approved the related party transaction with Supervalve Nirman LLP, subject to the approval/ ratification of the members, for creation of equitable mortgage on the land parcels admeasuring 4.485 acres situated at Gobindpur, Bhubaneswar, Odisha owned by the said Supervalve Nirman LLP, for securing the Facility of ₹ 100 Crores, availed by the Company, in favour of Axis Finance Limited, during the financial year 2017-18, upto the tenure of the Facility.

Accordingly, approval of the members is sought under Regulation 23(4) of the Listing Regulations, for confirmation and ratification of the related party transaction as mentioned above.

Your Directors recommend the Resolution at Item No. 9 for your approval by way of an Ordinary Resolution.

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

Item No. 10

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

In order to augment resources for general corporate purposes, the Company may offer or invite subscription for NCDs, in one or more tranches on private placement basis, for a period of 1 (one) year from the date of passing this Resolution, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition, within the overall

borrowing limits of the Company, as may be approved by the Resolution.
Members from time to time.

Accordingly the Board recommends the Special Resolution in Item No. 10 for your approval.

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

Place: Kolkata
Date: 30th May, 2018

By Order of the Board
For Emami Infrastructure Limited

Payel Jain
Company Secretary
M. No. A22418

ROUTE MAP TO THE VENUE OF 10TH AGM



777, Anandapur, E. M. Bypass,
Kolkata - 700107

ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Hari Mohan Marda	Mr. Abhijit Datta	Mr. Ram Gobind Ganeriwala
DIN	00855466	00790029	00863042
Date of Birth	1 st January, 1943	1 st June, 1949	14 th January, 1945
Age (in years)	75	69	72
Educational Qualification	B.Com, Chartered Accountant	Post-Graduate in Economics and successfully completed both parts of Certified Indian Institute of Bankers Examination	B.Com, Chartered Accountant
Experience (including expertise in specific functional areas)/ Brief resume	He is an Industrialist with extensive business experience over 4 decades in the areas of Accounting, Corporate Planning, Strategy formulation and overall management.	He has vast experience and expertise in fields of banking, finance and corporate management in SBI and has held prestigious positions such as Deputy Managing Director (DMD) & Chief Development Officer, DMD & Group Executive (Mid Corporate Group), Chief General Manager (Chennai Circle), Principal of the State Bank Staff College, Hyderabad, etc.	He has more than 4 decades of experience in the areas of Accounting, Corporate Planning, Strategy formulation and overall management.
Date of first appointment on the Board	25 th January, 2010	6 th February, 2013	25 th January, 2010
Terms and Conditions of Appointment/ Re-appointment	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 10 th AGM read with explanatory statement thereto	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 10 th AGM read with explanatory statement thereto	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 10 th AGM read with explanatory statement thereto
Last drawn remuneration	Refer Corporate Governance Report section of the Annual Report 2017-18	Refer Corporate Governance Report section of the Annual Report 2017-18	Refer Corporate Governance Report section of the Annual Report 2017-18
Details of Remuneration sought to be paid	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member.	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member.	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member.
Shareholding in the Company	NIL	NIL	NIL
Number of meetings of the Board attended during the financial year	Refer Corporate Governance Report section of the Annual Report 2017-18	Refer Corporate Governance Report section of the Annual Report 2017-18	Refer Corporate Governance Report section of the Annual Report 2017-18

Name of the Director	Mr. Hari Mohan Marda	Mr. Abhijit Datta	Mr. Ram Gobind Ganeriwala
Directorships in other Companies	<ul style="list-style-type: none"> • Emami Paper Mills Limited • Creative Cultivation Private Limited • South City Projects (Kolkata) Limited • Prabhu Poly Color Limited • Prabhu Poly Pipes Limited • Emami Power Limited • Rama Overseas Limited • Chandra Mukhi Impex Limited 	<ul style="list-style-type: none"> • Hubtown Limited • Bengal Tea & Fabrics Limited • Cable Corporation of India Limited 	<ul style="list-style-type: none"> • M. Lal and Company Limited • Suave Business Private Limited
Membership/ Chairmanship of Committees of the Boards of other Companies	<p>Chairman:</p> <p>1 Stakeholders Relationship Committee - Emami Paper Mills Limited</p> <p>Member:</p> <p>1 Audit Committee - Emami Paper Mills Limited</p>	<p>Chairman:</p> <p>1. Audit Committee - Hubtown Limited</p> <p>2. Audit Committee - Bengal Tea & Fabrics Limited</p> <p>Member:</p> <p>1. Stakeholders Relationship Committee - Bengal Tea & Fabrics Limited</p>	<p>Chairman:</p> <p>1. Audit Committee - M. Lal and Company Limited</p>
Disclosure of relationship between directors inter-se	None	None	None

**emami infrastructure limited**

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata - 700 107, Tel: 033 6625 1200E-mail: infra@emamirealty.com, Website: www.emamirealty.com**ATTENDANCE SLIP**I/We hereby record my/our presence at the **10th Annual General Meeting** of the Company held on **Thursday, 27th September, 2018** at **10.30 A.M. at 777, Anandapur, E. M. Bypass, Kolkata – 700 107**

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

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

Note:

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

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	Password

**emami infrastructure limited**

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata - 700 107, Tel: 033 6625 1200E-mail: infra@emamirealty.com, Website: www.emamirealty.com**PROXY FORM : MGT-11**

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

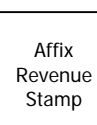
- (1) Name.....Address.....
E-mail Id.....Signature..... or failing him/her
- (2) Name.....Address.....
E-mail Id.....Signature.....or failing him/her
- (3) Name.....Address.....
E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the **10th Annual General Meeting** of the Company, to be held on **Thursday, 27th September, 2018 at 10.30 A.M. at 777, Anandapur, E. M. Bypass, Kolkata – 700 107** and at any adjournment thereof, in respect of resolutions as are indicated below:

Sr. No.	Resolutions
Ordinary Business:	
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31/03/2018 and the reports of the Directors and Auditors thereon
2.	Appointment of a Director in place of Mr. Basant Kumar Parakh (DIN: 00103176) who retires by rotation and being eligible, offers himself for re-appointment
Special Business:	
3.	Re-appointment of Mr. Hari Mohan Marda (DIN: 00855466) as an Independent Director for a period of 5 years w.e.f. 1/4/2019
4.	Re-appointment of Mr. Abhijit Datta (DIN: 00790029) as an Independent Director for a period of 5 years w.e.f. 1/4/2019
5.	Re-appointment of Mr. Ram Gobind Ganeriwala (DIN: 00863042) as an Independent Director for a period of 5 years w.e.f. 1/4/2019
6.	Alteration in Object Clause in the Memorandum of Association of the Company
7.	Alteration in Authorised Share Capital and subsequent amendment in the Clause V of the Memorandum of Association of the Company
8.	Change of Name of the Company and consequent alteration in the Memorandum and Articles of Association
9.	Approval to Related Party Transaction
10.	Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures

Signed thisday of2018

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



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

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 10th Annual General Meeting.