



Ref: ERL/SECRETARIAL/2022-23/1125

12th January, 2023

To

The General Manager
Department of Corporate Services
BSE Limited
Phiroze S Jeejeebhoy Towers
Dalal Street, Mumbai-400001

The Secretary
**National Stock Exchange of India
Limited**
Exchange Plaza, Bandra Kurla
Complex
Bandra (E), Mumbai-400051

The Secretary
**The Calcutta Stock Exchange
Limited**
7, Lyons Range
Kolkata-700001

Respected Ma'am/Sir,

Sub: Outcome of Board Meeting held on 12th January, 2023 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with Part A of Schedule III of Listing Regulations & SEBI Circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015 ("SEBI Circular")

In furtherance to our letter dated 9th January, 2023, this is to inform that the Board of Directors of the Company, at its meeting held today, 12th January, 2023, has, upon consideration of the recommendations of Audit Committee, inter alia, approved the following:

1. Conversion of existing Unsecured Loan of Rs. 700,00,00,028/- (Rupees Seven Hundred Crores and Twenty Eight only) of Suraj Finvest Private Limited and Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited), being Promoter Companies into 8,53,65,854 Nos. of Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 82/- (Rupees Eighty Two only) each (hereinafter referred to as the "OCDs"), convertible into 1 equity share at the option of the Company at a pre-agreed conversion ratio and on such other terms and conditions in line with the Draft Term Sheet, subject to the approval of the members of the Company. The details as required under Listing Regulations read with SEBI Circular are annexed herewith as **Annexure A**.
2. Notice of Postal Ballot along with the Explanatory Statement seeking approval of members for the abovesaid business, to be passed through the mode of remote e-voting.

The meeting commenced at 12.30 P.M. and concluded at 1.15 P.M.

This is for your information and record.

Thanking you.

Yours faithfully,

For Emami Realty Limited


Payel Agarwal
Company Secretary
ACS 22418



Annexure A

Disclosures in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015.

Sl. No.	Particulars	Details
1	Type of securities proposed to be issued	Zero Coupon Un-Secured Optionally Convertible Debentures ("OCDs")
2	Type of issuance	The allotment of aforesaid OCDs shall be on preferential/private placement basis
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	8,53,65,854 Nos. of Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 82/- each, aggregating to Rs. 700,00,00,028/- (Rupees Seven Hundred Crores and Twenty Eight only) by way of conversion of existing Unsecured Loan
4	Additional details in case of preferential issue: a) Names of Investors b) Post allotment of securities – outcome of the subscription, Issue Price, number of investors c) In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument.	<p>1. Suraj Finvest Private Limited and 2. Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited),</p> <p>Issue Price –Rs. 82/- per OCD each convertible into 1 Equity Share at the option of the Company at a pre-agreed conversion ratio</p> <p>Number of investors - 2 (two)</p> <p>The OCDs shall be optionally convertible into equity shares of the Company at any time at the option of the Issuer within a period of 10 years from the date of allotment. The OCD shall be redeemed within a period of 30 days after the expiry of 10 years i.e. at the end of tenure of the OCD, if not converted into equity shares.</p>

