

Ref: ERL/SECRETARIAL/2022-23/1265

13th February, 2023

The General Manager

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

The Secretary

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

The Secretary

The Calcutta Stock Exchange
Limited
7, Lyons Range
Kolkata-700 001

Dear Sir,

Sub: Declaration of Voting Results of Postal Ballot and E-voting

As informed vide our letter dated 12th January, 2023 and pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company conducted the Postal Ballot through remote e-voting process, seeking approval of its members for the resolution as set out in the Postal Ballot Notice ('Notice') dated 12th January, 2023. The remote e-voting facility was provided by Central Depository Services (India) Limited (CDSL), to those Members holding shares as on cut-off date i.e. Friday, 6th January, 2023. The remote e-voting period commenced on Saturday, 14th January, 2023 at 09:00 a.m. (IST) and ended on Sunday, 12th February, 2023 at 05:00 p.m. (IST).

In this regard, we would like to inform you that the resolution as mentioned in the notice has been duly approved by the members of the Company with requisite majority. The resolution is deemed to have been passed on 12th February, 2023, being the last date specified for receipt of votes through remote e-voting process.

In terms of Regulation 30 read with Part - A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & SEBI Circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015 ("SEBI Circular"), brief of the said resolution as approved by the Shareholders is as follows:

1.	Approval for conversion of existing Unsecured Loan into Zero Coupon Unsecured Optionally Convertible Debentures (Out of total votes casted, resolution passed with 92.30 % votes cast in favour)
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The Company had appointed Mr. Raj Kumar Banthia (Membership No. ACS 17190 & CP No.18428), Partner, MKB & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot/ E-Voting process in a fair and transparent manner.





As required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, we enclose herewith the following:

- (1) Voting Results as **Annexure – 1**.
- (2) Report of Scrutinizer dated 13th February, 2023 as **Annexure - 2**

The result of Postal Ballot and E-voting along with the Scrutinizer's Report is also being hosted on the website of the Company at www.emamirealty.com and on the website of the e-voting agency viz. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

This is for your information and record.

Thanking you.
Yours truly,
For **Emami Realty Limited**



Payel Agarwal
Company Secretary
ACS22418

Encl: as above

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for conversion of existing Unsecured Loan into Zero Coupon Unsecured Optionally Convertible Debentures				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24014150	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		24014150	0	0	0	0	0
Public-Institutions	E-Voting	72915	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		72915	0	0	0	0	0
Public- Non Institutions	E-Voting	13756824	1410685	10.2544	1302058	108627	92.2997	7.7003
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		13756824	1410685	10.2544	1302058	108627	92.2997
Total		37843889	1410685	3.7276	1302058	108627	92.2997	7.7003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								





SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]

13th February, 2023

To
The Chairman
Emami Realty Limited
Acropolis, 13th Floor
1858/1, Rajdanga Main Road, Kasba
Kolkata - 700 107

Dear Sir,

I, Raj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries has been appointed by the Board of Directors of Emami Realty Limited ("the Company") for the purpose of scrutinizing the postal ballot process including voting through e-voting conducted for seeking approval of members of the Company on the item as mentioned in postal ballot notice dated 12th January, 2023, do hereby submit my report as follows:

- (a) On 13th January, 2023 the Company has completed the dispatch of Notice of Postal Ballot electronically to all the members who have registered their e-mail addresses with the Company/RTA or with the Depositories and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off date i.e. Friday, 6th January, 2023, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated December 28, 2022 ("MCA Circulars").





- (b) The Company has provided e-voting facility offered by Central Depository Services (India) Limited ("CDSL") to its shareholders.
- (c) The members holding shares either in physical or dematerialized form, as on the "Cut off" date i.e. Friday, 6th January, 2023 were entitled to vote on the proposed resolution.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Saturday, 14th January, 2023 at 9:00 a.m. and ended on Sunday, 12th February, 2023 at 5:00 p.m.
- (e) Since the voting on the postal ballot was conducted only through e-voting, reporting on number of physical postal ballot forms received including those that are invalid, is not applicable.
- (f) The e-voting facility provided by CDSL was unlocked on Monday, 13th February, 2023 in the presence of two witnesses.
- (g) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolution was derived from the report generated from the e-voting website of CDSL: www.evotingindia.com in respect of voting through e-voting.
- (h) 141 Members representing 1,410,685 equity shares have cast their votes through e-voting on the resolution and all such votes were valid. None of the related parties have voted on the resolution.

I now submit my consolidated report as under on the results of the voting through e-voting.



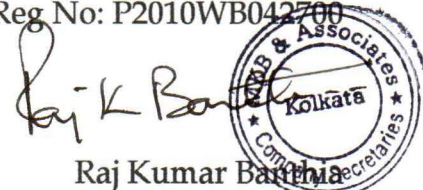


Item No. 1 as Special Resolution: Approval for conversion of existing Unsecured Loan of Rs. 700,00,00,028/- of Promoter Group Companies into 8,53,65,854 Nos. of Zero Coupon Unsecured Optionally Convertible Debentures of Rs. 82/- (Rupees Eighty Two only) each

	Voting through e-voting		Voting through Ballots		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	125	1,302,058	NA	NA	125	1,302,058	92.2997
Voted against the resolution	16	108,627	NA	NA	16	108,627	7.7003
Total	141	1,410,685	NA	NA	141	1,410,685	100

In view of the above scrutiny, I hereby certify that the resolution no. 1 as aforesaid, as set out in notice dated 12th January, 2023 has been approved and passed by requisite majority.

For MKB & Associates
Company Secretaries
Firm Reg No: P2010WB042700


Raj Kumar Banthia

Partner

Membership no. 17190
COP no. 18428

Date: 13.02.2023

Place: Kolkata

UDIN: A017190D003144798