



**emami\* realty limited**  
(formerly emami Infrastructure Limited)

Ref: ERL/SECRETARIAL/2020-21/1493

1<sup>st</sup> February, 2021

**The General Manager**  
Department of Corporate  
Services  
BSE Limited  
25<sup>th</sup> Floor, Phiroze 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

Dear Sir/ Madam,

**Subject: Notice of NCLT Convened Meeting of Equity Shareholders of Emami Realty Limited ("Company") to be held on Thursday, 4<sup>th</sup> March, 2021 at 2:00 P.M. through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")- Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that pursuant to an Order dated January 07, 2021, in Company Scheme Application No. CA (CAA) 1236/KB/2020 ("**Order**") passed by the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Hon'ble Tribunal**"), a meeting of the Equity Shareholders of Emami Realty Limited ("**Resulting Company**") will be held on Thursday, 4<sup>th</sup> March, 2021 at 2:00 P.M. through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"), for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Arrangement between the Resulting Company and Oriental Sales Agencies (India) Private Limited ("**Demerged Company**" or "**Oriental**") and their respective shareholders and creditors ("**Scheme**") for demerger of Real Estate Division of the Demerged Company and vesting of the same into the Resulting Company, in the manner and on the terms and conditions stated in the Scheme.

Further please note that in pursuance of the Order and as directed therein, the Meeting will be convened in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and by following the operating procedures (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "**MCA Circulars**").

In terms of the provisions of Regulation 30 of Listing Regulations, the Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with copy of the Scheme and other Annexures, is enclosed herewith.

The Company is providing e-voting facility to enable the equity shareholders, which includes the Public Shareholders to vote on the resolution proposed in the aforesaid Notice. The e-voting will commence from Tuesday, February 02, 2021 at 9.00 a.m. and shall end on Wednesday, March 03,





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2021 at 5.00 p.m. The Company is also facilitating e-voting system at the meeting to be held virtually on Thursday, March 04, 2021 at 2:00 P.M, for the members attending the meeting, who may not have cast their vote by remote e-voting.

The voting rights of the equity shareholders shall be in proportion to their shareholding in the Resulting Company as on the close of the business hours of Friday, 22<sup>nd</sup> January, 2021 ("cut-off date").

In compliance with the Order of Hon'ble Tribunal and MCA Circulars, the Notice of this Meeting, along with Explanatory Statement, Scheme and other Annexures, is being sent only through electronic mode to those equity shareholders whose e-mail addresses are registered with the Company/Depository Participant(s).

The said Notice and accompanying documents are also available on the Company's website [www.emamirealty.com](http://www.emamirealty.com).

This is for your information and record.

Thanking you.

Yours faithfully,

For **Emami Realty Limited**

*Payel Agarwal*

**Payel Agarwal**  
**Company Secretary**

**ACS: 22418**



**Encl: As above**

## EMAMI REALTY LIMITED

**Corporate Identification Number: L45400WB2008PLC121426**

**Registered Office:** Acropolis, 13th Floor, 1858/1, Rajdanga Main Road,  
Kasba, Kolkata - 700107

**Phone:** +91 33 66251200 | **Email:** [infra@emamirealty.com](mailto:infra@emamirealty.com), | **Website:** [www.emamirealty.com](http://www.emamirealty.com)

### NOTICE TO EQUITY SHAREHOLDERS

<b>MEETING OF EQUITY SHAREHOLDERS OF EMAMI REALTY LIMITED CONVENED PURSUANT TO ORDER DATED JANUARY 07, 2021 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH</b>	
<b>Day</b>	Thursday
<b>Date</b>	March 04, 2021
<b>Time</b>	2.00 p.m. IST
<b>Venue</b>	In view of the ongoing COVID-19 pandemic and related social distancing norms, as per the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench, the meeting shall be conducted through Video Conferencing / Other Audio-Visual Means and is deemed to take place at the registered office of the Company

#### **REMOTE E-VOTING:**

<b>Commencing on</b>	Tuesday, February 02, 2021 at 9.00 a.m. IST
<b>Ending on</b>	Wednesday, March 03, 2021 at 5.00 p.m. IST

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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH, KOLKATA  
COMPANY APPLICATION (CAA) NO. 1236/KB/2020**

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Arrangement between Emami Realty Limited and Oriental Sales Agencies (India) Private Limited and their respective shareholders and creditors

Emami Realty Limited, a company incorporated under the provisions of the Companies Act, 1956 having Corporate Identification Number: L45400WB2008PLC121426 and having its registered office at Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107

. . . Applicant/Resulting Company

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF EMAMI REALTY LIMITED**

To,  
**The Equity Shareholders of EMAMI REALTY LIMITED**

**TAKE NOTICE** that by an Order dated January 07, 2021 in the above mentioned Company Application (the “**Order**”), the Hon’ble National Company Law Tribunal, Kolkata Bench (“**Tribunal**” or “**NCLT**”) has directed, *inter alia*, that a Meeting of the Equity Shareholders of Emami Realty Limited (“**Resulting Company**”) be convened and held to consider, and if thought fit, to approve, with or without modification(s), the proposed Scheme of Arrangement between the Resulting Company and Oriental Sales Agencies (India) Private Limited (“**Demerged Company**”) and their respective shareholders and creditors (“**Scheme**”).

In view of the ongoing COVID-19 pandemic and related social distancing norms and in pursuance of the said Order dated January 07, 2021 and as directed therein, **TAKE FURTHER NOTICE** that a Meeting of the Equity Shareholders of the Resulting Company will be held virtually through Video Conferencing or Other Audio-Visual Means (“**VC/OAVM**”) on Thursday, March 04, 2021 at 2:00 P.M., to consider, and, if thought fit, to pass the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(1) read with Section 232(1) of the Companies Act, 2013 (“**Act**”):

***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the provisions of the Memorandum and Articles of Association of Emami Realty Limited (“**Resulting Company**”) and subject to the approval of the Kolkata Bench of the Hon’ble National Company Law Tribunal (hereinafter referred to as “**the Tribunal**”), and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Resulting Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Arrangement between Emami Realty Limited and Oriental Sales Agencies (India) Private Limited and their respective shareholders and creditors (“**Scheme**”) presented in Company Application (CAA) No. 1236/KB/2020 filed by the Resulting Company and Demerged Company before the Hon’ble National Company Law Tribunal, Kolkata Bench, placed before this Meeting, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Tribunal or its Appellate Authority(ies) while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”*

**TAKE FURTHER NOTICE** that the shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through e-voting system available at the meeting held virtually on Thursday, March 04, 2021 at 2:00 P.M. or by remote electronic voting ("**remote e-voting**") during the period as stated below:

<b>REMOTE E-VOTING:</b>	
<b>Commencing on</b>	Tuesday, February 02, 2021 at 9.00 a.m. IST
<b>Ending on</b>	Wednesday, March 03, 2021 at 5.00 p.m. IST

A copy of the Explanatory Statement, Scheme and other Annexures as stated in the index are enclosed herewith. Copies of the Scheme and the Explanatory Statement can be obtained free of charge at the registered office of the Resulting Company and are also placed on the website of the Resulting Company viz. [www.emamirealty.com](http://www.emamirealty.com) and website of Central Depository Services Limited at [www.evotingindia.com](http://www.evotingindia.com).

The Hon'ble Tribunal has appointed Mr. Kuldip Mullick, Advocate, to be the Chairperson of the said Meeting of the Equity Shareholders of the Resulting Company and Mr. Mohd Shahnawaz, PCS, (Membership Number: 21427, COP No. 15076), to be the Scrutineer for the said meeting.

The resolution for approval of the Scheme, if passed by a majority in number representing three-fourths in value of all Equity Shareholders of the Resulting Company casting their votes, as aforesaid, shall be deemed to have been duly passed on March 04, 2021, i.e. the date of the Meeting of the Equity Shareholders of the Resulting Company under Sections 230 to 232 of the Companies Act, 2013. In terms of the Securities and Exchange Board of India Circular dated March 10, 2017 bearing reference No. CFD/DIL3/ CIR/2017/21, as amended from time to time, the Scheme shall be acted upon only if the votes cast by public shareholders in favour of the resolution set out above are more than the number of votes cast by the public shareholders against the resolution.

The above mentioned Scheme of Arrangement, if approved at the aforesaid meeting, will be subject to the subsequent sanction of the Hon'ble Tribunal.

Dated at this January 30, 2021

Registered Office:  
Emami Realty Limited  
Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road,  
Kasba, Kolkata - 700107  
CIN: L45400WB2008PLC121426  
Phone: 033 66251200 Email: [infra@emamirealty.com](mailto:infra@emamirealty.com)  
Website: [www.emamirealty.com](http://www.emamirealty.com)

Sd/-  
Mr. Kuldip Mullick, Advocate  
Chairperson appointed for the Meeting

**Notes:**

- 1) In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.22/2020 dated June 15, 2020, Circular No.33/2020 dated September 28, 2020 and Circular No.39/2020 dated December 31, 2020 (collectively referred to as “**MCA Circulars**”) have permitted the holding of general meetings through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“**Act**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), MCA Circulars and the directions of the Tribunal vide its Order dated January 07, 2021, this NCLT convened meeting of the Equity Shareholders of the Resulting Company is being held through VC / OAVM. The proceedings of the meeting shall however be deemed to be conducted at the registered office of the Resulting Company, which shall be the deemed venue of the Meeting.
- 2) Since this Meeting is being held through VC/OAVM, physical attendance of equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
- 3) The voting rights shall be reckoned in proportion to the paid-up value of the equity shares registered in the name(s) of Shareholders as on Friday, January 22, 2021 (“**cut-off date**”) as per the Register of Members/list of Beneficial Owners as furnished by the Registrar and Share Transfer Agents (“**RTA**”)/National Securities Depository Limited (“**NSDL**”) /Central Depository Services (India) Limited (“**CDSL**”) (collectively referred to as “**Depositories**”). Any person who is not a member as on the cut-off date should treat this Notice for information purposes only and shall not be entitled to avail the facility of e-voting through VC/OAVM.
- 4) Institutional/ Corporate members (i.e. other than individual / HUF, NRI, etc.) intending to attend and vote at the Meeting pursuant to Section 113 of the Act, are requested to send, scanned certified true copy (PDF/ JPEG Format) of the Board or Governing body Resolution/ Authorization etc. authorizing their representative to attend the Meeting through VC / OAVM on its behalf and to vote at the Meeting. 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 on the CDSL e-voting platform for the scrutinizer to verify the same. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at pcsmdshah@gmail.com and to the Company at infra@emamirealty.com or to Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the Company at mdpldc@yahoo.com with a copy marked to helpdesk.evoting@cDSLindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 5) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the Meeting.
- 6) The Explanatory Statement pursuant to Sections 102, 230(3), 232(1) and 232(2) of the Companies Act, 2013 (“**Act**”) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out in the Notice is annexed hereto.
- 7) In compliance with the Order of the NCLT, Kolkata Bench, dated January 07, 2021 and the MCA Circulars and SEBI Circulars, Notice calling this Meeting along with Explanatory Statement and other required documents are being sent only through electronic mode to the members whose email addresses are registered with the Resulting Company or relevant Depositories as on January 01, 2021. Members may also note that the Notice along with Explanatory Statement and other required documents will be available on the Company’s website at www.emamirealty.com, websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively and website of CDSL at www.evotingindia.com for their view/download. Those who have become members of the Company after sending of Notice and holding shares as on the 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.
- 8) To facilitate the members holding shares in physical mode and who have not updated their email addresses with the Company, to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Transfer Agent i.e., Maheshwari Datamatics Pvt Ltd, for registration of email addresses in terms of the MCA Circulars. Such members may visit the link -- <http://mdpl.in/form/email-update> and update their details or send an e-mail request to the Company at infra@emamirealty.com along with
  - Scanned copy of the signed request letter mentioning the Folio No., name and address along with scanned copy of share certificate (front/ back)
  - Scanned copy of self-attested PAN Card and self-attested copy of any document (eg. Driving License / Election Identity Card / Passport) in support of the address of the Member
- 9) In terms of the provisions of Section 107 of the Companies Act 2013, since the resolution as set out in this Notice are being conducted through e-voting (including remote e-voting), the said resolution will not be decided on a show of hands at the Meeting.
- 10) In terms of the Order of the NCLT dated January 07, 2021, the quorum of the meeting of the equity shareholders of the Resulting Company shall be as prescribed under Section 103 of the Act. Further, the Order also directs that in case the required quorum for the Meeting is not present on the scheduled time and date, the Chairperson may adjourn such meeting to any date/ time and take a decision on the quorum for the adjourned meeting.
- 11) This Notice and the Explanatory Statement and all documents referred to herein will be available for inspection by the equity shareholders at the registered office of the Resulting Company on all days, except Saturday, Sunday and public holidays, between 11:00 A.M. and 1:00 P.M., up to and including the date of the Meeting.
- 12) The Resulting Company has engaged the services of Central Depository Securities (India) Limited (CDSL) for facilitating

remote e-voting and e-voting during the said Meeting to be held through VC/OAVM on Thursday, March 04, 2021. The equity shareholders are requested to follow the instructions mentioned in the Notes below.

- 13) The voting by equity shareholders through remote e-voting shall commence at 9.00 A.M. on February 02, 2021 and shall close at 5:00 P.M. on March 03, 2021. During this period, equity shareholders may cast their vote electronically. The remote e-voting module shall be disabled at 5:00 P.M. on March 03, 2021 for voting thereafter. Those equity shareholders who will be present in the Meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.
- 14) The equity shareholders can opt only one mode for voting i.e., remote e-voting or e-voting during the Meeting. Equity shareholders who cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting. Once the vote on the resolution is cast by the equity shareholders, he or she will not be allowed to change it subsequently.
- 15) In terms of the order of the NCLT, the Notice convening the Meeting will be published through advertisement once each in 'Business Standard' in English and 'AAJKAL' in Bengali indicating the day, date and time of the Meeting and stating that the copies of the Scheme and the explanatory statement required to be furnished pursuant to Sections 230 - 232 of the Act are being sent with the Notice.
- 16) The NCLT vide its Order dated January 7, 2021 has appointed Mr. Mohd Shahnawaz, PCS, (Membership Number: 21427, COP No. 15076), to be the Scrutinizer for the said meeting. The scrutinizer will submit his report to the Chairperson of the Meeting after scrutinizing the voting by equity shareholders of the Resulting Company through (i) remote e-voting process; and (ii) e-voting during the Meeting.
- 17) The equity shareholders can join the Meeting through VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
- 18) The results declared along with the Scrutinizer's Report shall be hosted on the website of the Resulting Company i.e. [www.emamirealty.com](http://www.emamirealty.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. The resolutions shall be deemed to be passed at the registered office of the Resulting Company on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolution.

#### **PROCEDURE & INSTRUCTIONS FOR E-VOTING AND JOINING THE MEETING THROUGH VC/OAVM ARE AS FOLLOWS:**

##### **A. VOTING THROUGH ELECTRONIC MEANS**

- (a) Pursuant to Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations and MCA Circulars read with SEBI Circulars, the Company has provided e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform. The business to be transacted at the Meeting can be transacted only through electronic voting system.
- (b) The remote e-voting facility will be available during the following voting period:
 

<b>Commencement of remote e-voting</b>	<b>End of remote e-voting</b>
From Tuesday, February 02, 2021 at 9.00 a.m. IST	Upto Wednesday, March 03, 2021 at 5.00 p.m. IST
- (c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date, i.e. Friday, January 22, 2021 only shall be entitled to avail the facility of remote e-voting and voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (d) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.
- (e) The details of the process and the way to vote electronically on CDSL e-voting system:
  - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) 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.
 OR  
 Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/ EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and in Physical Form</b>	
<b>PAN</b>	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"> <li>o 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.</li> <li>o 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.</li> </ul>

	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.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for “**EMAMI REALTY LIMITED**”.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xviii) 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](http://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](mailto: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](mailto: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.
  - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) and to the Company at [infra@emamirealty.com](mailto:infra@emamirealty.com) or to M/s Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the Company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## **B. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING ARE AS FOLLOWS:-**

- The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not casted their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.
- If any votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.



**C. PROCEDURE FOR ATTENDING THE MEETING THROUGH VC / OAVM:**

- Shareholders will be provided with a facility to attend the Meeting through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
- Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- For convenience of the Members and proper conduct of Meeting, Members can login and join at least 30 (thirty) minutes before the time scheduled for the Meeting and shall be kept open throughout the proceedings of Meeting.
- Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- If you have any queries or issues regarding attending Meeting & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdsl.com](mailto:helpdesk.evoting@cdsl.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**D. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS AT THE MEETING:**

- As the Meeting is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the Meeting, members are encouraged to send their queries by 5.00 p.m. on Wednesday, March 03, 2021 from their registered email ID mentioning their name, demat account number / folio number, mobile number, to [infra@emamirealty.com](mailto:infra@emamirealty.com) so as to enable the management to keep the information ready and reply accordingly.
- Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending email from their registered email ID mentioning their name, demat account number/ folio number, mobile number to [infra@emamirealty.com](mailto:infra@emamirealty.com) from Monday, February 22, 2021 to Wednesday, March 03, 2021. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the Meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the Meeting.

**E. PROCEDURE FOR INSPECTION OF DOCUMENTS**

- This Notice and the Explanatory Statement and all documents referred to herein will be available for inspection by the equity shareholders at the registered office of the Resulting Company on all days, except Saturday, Sunday and public holidays, between 11:00 A.M. and 1:00 P.M., up to and including the date of the Meeting.
- Scanned copies of the Notice and the Explanatory Statement and all documents referred to herein shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting upon log-in to CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com)

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
KOLKATA BENCH, KOLKATA  
COMPANY APPLICATION (CAA) NO. 1236/KB/2020**

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;

And

In the matter of Scheme of Arrangement between Emami Realty Limited and Oriental Sales Agencies (India) Private Limited and their respective shareholders and creditors.

Emami Realty Limited, a company incorporated under the and provisions of the Companies Act, 1956 having Corporate Identification Number: L45400WB2008PLC121426 and having its registered office at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata - 700107

. . . Applicant/Resulting Company

**EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1), 232(2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

**1. Meeting for the Scheme of Arrangement**

This is a statement accompanying the Notice convening the Meeting of the Equity Shareholders of Emami Realty Limited (**“Resulting Company” or “EMAMI ”**) for the purpose of considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between the Resulting Company and Oriental Sales Agencies (India) Private Limited (**“Demerged Company” or “ORIENTAL”**) and their respective shareholders and creditors (**“Scheme”**) for demerger of Real Estate Division of the Demerged Company and vesting of the same into the Resulting Company, in the manner and on the terms and conditions stated in the Scheme.

A copy of the Scheme setting out in detail the terms and conditions of the arrangement is enclosed as **Annexure 1**. The proposed Scheme is envisaged wherein the Appointed Date is April 01, 2019.

This statement is being furnished as required under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 (**“Act”**) read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**“Rules”**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and CFD/DIL3/CIR/2018/2 dated January 3, 2018 (**“SEBI Circulars”**).

**2. Details of Order of the Tribunal directing, calling, convening and conducting of Meeting:**

Pursuant to an Order dated January 07, 2021 passed by the Hon’ble National Company Law Tribunal, Kolkata Bench (**“Tribunal” or “NCLT”**) in Company Application (CAA) NO. 1236/KB/2020, a Meeting of the Equity Shareholders of the Resulting Company will be held on **Thursday, March 04, 2021** at 2.00 p.m (IST) through Video Conferencing / other Audio Visual means, (VC/ OAVM) to consider and if thought fit, to approve, with or without modification(s), the Scheme.

**3. Rationale and Benefits of the Scheme**

The circumstances which justify and/or have necessitated the Scheme and the benefits of the same are, *inter alia*, as follows:-

- (i) The Demerged Company and the Resulting Company are part of the Emami Group.
- (ii) The Demerged Company is currently engaged in the business of (i) Real Estate and (ii) Trading in Paintings/shares & securities.
- (iii) The ‘Real Estate Undertaking’ of the Demerged Company comprises of (i) Leasehold interest on 14.4890 Acres of landed property comprising in Municipal Premises No. 2, Jessore Road, Kolkata - 700028 acquired by a registered Deed of Lease dated 16th April, 2007 (as modified from time to time) made between the Demerged Company and the Governor of the State of West Bengal for a period of 99 years commencing from 10th April 2007 and also the right to renew the same for a further period of 99 years subject to the terms and conditions contained and recorded therein, for the development of which the Demerged Company has entered into Development Agreements dated 30th April, 2011, 27th February, 2013 and 30th December, 2016 (as modified from time to time) with the Resulting Company and (ii) 1,12,505 nos. of equity shares in Delta PV Private Limited, held by the Demerged Company. Presently, Delta PV Private Limited is already a subsidiary (55%) of the Resulting Company and post demerger, the percentage of holding in Delta PV Private Limited is going to be increased to 80%.
- (iv) Recognizing the growth potential of the ‘Real Estate Undertaking’ of the Demerged Company in the backdrop of the fact that the Demerged Company’s ‘Real Estate Undertaking’ has matured, the companies are proposing to consolidate this vertical in the Resulting Company.

- (v) Accordingly, the management of the companies have examined the relative business strengths and the potential commercial and other synergies of the consolidated entity and proposes to consolidate their real estate businesses under a single entity. As the Demerged Company is having two business undertakings, it was proposed to demerge the real estate undertaking only. Post demerger, the Demerged Company having retained undertaking comprising Trading will be able to focus specifically on the said business of the company, as the same require an altogether different expertise and focus, planning, business strategies and decision making.
- (vi) This arrangement would result in reduction of costs including efficiency in administrative costs, pooling of business and strategic resources, economies of scale and focused management control. The Scheme is in the interest of both the companies and will help in growth and expansion of the businesses. The arrangement would enable the consolidation of business and carry on the same more efficiently and effectively.
- (vii) The proposed Scheme, with effect from the Appointed Date is in the interest of the shareholders, creditors, stakeholders and employees, as it would enable a focused business approach for the maximization of benefits to all stakeholders and for the purposes of synergies of business.

#### 4. Background of the companies

##### A. Emami Realty Limited (“Resulting Company” or “EMAMI”)

- i. The Resulting Company is a public listed company incorporated as a private limited company under Companies Act, 1956 on January 04, 2008 in the name of “Slick Properties Private Limited” in the State of West Bengal. Subsequently, on June 25, 2009 the Resulting Company was converted into a Public Limited Company and its name was changed to “Slick Properties Limited”. The name of the Resulting Company was changed from “Slick Properties Limited” to “Emami Infrastructure Limited” and a fresh certificate of incorporation consequent upon change of name was issued on July 01, 2009. Thereafter, on October 15, 2018 the name of the Resulting Company was changed from “Emami Infrastructure Limited” to Emami Realty Limited”. The registered office of the Resulting Company is situated at Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107, its email address is [infra@emamirealty.com](mailto:infra@emamirealty.com) and its website is [www.emamirealty.com](http://www.emamirealty.com). The Corporate Identification Number of the Resulting Company is L45400WB2008PLC121426 and its Permanent Account Number is AALCS5120P.
- ii. During the last five years, there has been no change in the name and registered office of the Resulting Company, except as mentioned below:
  - On October 15, 2018, the name of the Resulting Company was changed from “Emami Infrastructure Limited” to “Emami Realty Limited”
  - On February 01, 2018, the registered office of the Resulting Company was shifted from Emami Tower, 687 Anandapur, E. M, Bypass, Kolkata – 700 107 to Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107.
- iii. The Equity Shares of the Resulting Company are listed on BSE Limited, the National Stock Exchange Limited and the Calcutta Stock Exchange Limited.
- iv. The main objects of the Resulting Company as contained in Clause III.A. of the Memorandum of Association are, *inter alia*, as follows:-
  1. To carry on the business to acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditaments of any tenure or description including agricultural, land, mines, quarries, tea or coffee garden, farms, gardens, orchards, groves, plantations and any estate or interest therein and any right over or connected with land and buildings so situated or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintain hotels. Rooms, flats, multiplex, entertainment centres, multiplex complexes, shopping malls, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, playground, buildings, work and conveniences of all kinds of leasing, hiring or disposing of the same to manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
  2. To carry on real estate business and construction business acquire by purchase, lease exchange, invest deal hire or otherwise act as brokers and agents, develop or operate land, building and hereditaments of any tenure or description and any estate or interest therein, or any right over or connected by land building so situated and develop or to run the same to account as may seem expedient and in particular by preparing building sites and purchase and sale of lands and/or building and owing, buying, selling, hiring, letting, sub-letting, maintain, allotting, transferring allotment, administering, dividing and sub- dividing, holding and by construction, reconstructing, altering, improving, decorating, furnishing and maintain hotels, rooms, inns, flats, houses, apartments, restaurants, cinema houses, markets, shops, workshops, mills, factories, ware houses, cold storages, wharves, godowns, offices, safe deposits, vault, hostels, gardens, swimming pools, playground, buildings, immovable property of any kind work and conveniences of all kinds and by leasing, hiring, letting or disposing of the same and to act as a general contractor, sub-contractors and to do any

construction, manufacturing, building, road making, engineering and all other kinds and description whatsoever for any person, firm, AOP, society, company, public body, government, army, navy, railways etc., by the Company itself or in partnership at will, such company or individuals or persons as may be thought fit by the directors.

3. To carry on the business of buying, selling, exporting, importing or trading in all kinds of paintings, antiques, manuscripts and other objects of art.
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 generalality deal in raw materials.
6. To open and maintain such Agencies at different places in India or elsewhere; as may be found necessary.

\* The Resulting Company has altered its Object Clause during the last five years by inserting the Clause 3 in Clause III.A. in the Memorandum of Association vide Special Resolution dated October 03, 2016 passed by the Shareholders of the Resulting Company and by inserting Clause 4, 5 and 6 in Clause III.A. in the Memorandum of Association vide Special Resolution dated September 27, 2018 passed by the Shareholders of the Resulting Company. Except such insertion, there has been no other change in the Objects of the Resulting Company during the last five years.

- v. The Resulting Company is currently engaged in the business of Real Estate and construction.
- vi. The share capital of the Resulting Company as on December 31, 2020 is as follows:-

Share Capital	Amount in INR.
<b>Authorized Share Capital</b>	
13,52,50,000 Equity Shares of INR 2/- each	27,05,00,000
<b>TOTAL</b>	<b>27,05,00,000</b>
Issued, Subscribed and Paid-up Share Capital	
279,38,889 Equity Shares of INR 2/- each	5,58,77,778
<b>TOTAL</b>	<b>5,58,77,778</b>

As on the date of the Notice, there is no change in the capital structure of the Resulting Company.

- vii. The Resulting Company has also prepared its Limited Reviewed Standalone & Consolidated Financial Results for the quarter and half year ended September 30, 2020, a copy whereof annexed and marked as **Annexure 2** hereto. Subsequent to the date of the aforesaid financial results i.e. September 30, 2020, there has been no material change in the financial position of the Resulting Company except those arising or resulting in the ordinary course of business.
- viii. The details of Directors and Promoters of the Resulting Company along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Abhijit Datta (DIN 00790029)	Independent Director	27A, Tower 4, South City, 375, Prince Anwar Shah Road, Kolkata, 700068, West Bengal
2.	Mr. Hari Mohan Marda (DIN 00855466)	Independent Director	4/2, Sarat Bose Road, Olympus Court, Flat No. – C101, Kolkata, 700020, West Bengal
3.	Mr. Ram Gobind Ganeriwala (DIN 00863042)	Independent Director	25/S, Block-B, Diamond Harbour Road, New Alipore, Kolkata, 700053, West Bengal
4.	Mr. Debasish Bhaumik (DIN 06933306)	Independent Director	19/5, Northern Avenue, Kolkata, 700037, West Bengal
5.	Mrs. Karabi Sengupta (DIN 02534951)	Independent Director	65B, Beni Banerjee Avenue, Dhakuria, Kolkata, 700031, West Bengal
6.	Mr. Basant Kumar Parakh (DIN 00103176)	Non-Independent Non-Executive Director	50 Hara Prasad Sastri Sarani, Block-E (New Alipore), Kolkata, 700053, West Bengal
7.	Dr. Nitesh Kumar Gupta (DIN 08756907)	Managing Director & CEO	C-116A, 2 <sup>ND</sup> Floor, Inder Puri, Delhi – 110012
8.	Mr. Rajesh Bansal (DIN 00645035)	Whole-Time Director	808, Bansal Colony, Gwalior Road, Sipri Bazar, Jhansi, 284003, Uttar Pradesh
<b>Promoter/Promoter Group:</b>			
1.	Diwakar Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
2.	Suntrack Commerce Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107

3.	Bhanu Vyapaar Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
4.	Raviraj Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
5.	Prabhakar Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
6.	Suraj Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
7.	Priti A Sureka	Individual	24A, Raja Santosh Road, 10 <sup>th</sup> Floor, Kolkata – 700027
8.	Prashant Goenka	Individual	110A Southern Avenue, Kolkata – 700029
9.	Sushil Kumar Goenka	Individual	110A Southern Avenue, Kolkata – 700029
10.	Manish Goenka	Individual	110A Southern Avenue, Kolkata – 700029
11.	Ashish Goenka	Individual	110A Southern Avenue, Kolkata – 700029
12.	TMT Viniyogan Limited	Individual	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
13.	Rohin Raj Sureka	Individual	24A, Raja Santosh Road, 10 <sup>th</sup> Floor, Kolkata – 700027
14.	Vidula Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
15.	Mohan Goenka	Individual	110A Southern Avenue, Kolkata – 700029
16.	Aditya Vardhan Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
17.	Sobhna Agarwal	Individual	CF- 246, Sector- I, 'Salt Lake City, Kolkata 700064
18.	Vidhishree Agarwal	Individual	118, Southern Avenue, Kolkata – 700029
19.	Harsha Vardhan Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
20.	Usha Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
21.	Santosh Goenka	Individual	110A Southern Avenue, Kolkata – 700029
22.	Madan Lal Agarwal	Individual	118, Abhisarika 10 <sup>th</sup> Floor, Southern Avenue - Kolkata 700029
23.	Kusum Agarwal	Individual	18, Abhisarika, Southern Avenue, Kolkata – 700029
24.	Laxmi Devi Bajoria	Individual	Sneha Garden, Block- B, Flat- K, 28 Rai Bahadur Road Kolkata -700053
25.	Abhishek Agarwal	Individual	Abhisarika, Flat 4A, 118, Southern Avenue Kolkata – 700029
26.	Emami Paper Mills Ltd	Body Corporate	Acropolis, Unit No. 1, 15 <sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata - 700107
27.	Rajkumar Goenka	Individual	110A Southern Avenue, Kolkata – 700029
28.	Radheshyam Goenka	Individual	110A Southern Avenue, Kolkata – 700029
29.	Pan Emami Cosmed Ltd	Body Corporate	687, Anandapur, E.M. Bypass, Kolkata – 700107
30.	Mansi Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
31.	Emami Frank Ross Limited	Body Corporate	7, Jawaharlal Nehru Road Kolkata - 700013
32.	Jyoti Goenka	Individual	110A Southern Avenue, Kolkata – 700029
33.	Avishi Sureka	Individual	24A, Raja Santosh Road, 10 <sup>th</sup> Floor, Kolkata – 700027
34.	Emami Capital Markets Limited	Body Corporate	Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700107
35.	Shanti Devi Agarwal	Individual	118, Southern Avenue, Kolkata – 700029
36.	Amitabh Goenka	Individual	110A, Southern Avenue Kolkata – 700029
37.	Saroj Goenka	Individual	110A, Southern Avenue, Kesarkunj Kolkata – 700029
38.	Indu Goenka	Individual	110A Southern Avenue, Kolkata – 700029

39.	Rashmi Goenka	Individual	110A, Southern Avenue Kolkata – 700029
40.	Richa Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
41.	Nimisha Goenka	Individual	110A Southern Avenue, Kolkata – 700029
42.	Shreya Goenka	Individual	110A, Southern Avenue Kolkata – 700029
43.	Radheshyam Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
44.	Saswat Goenka	Individual	110A Southern Avenue, Kolkata – 700029
45.	Sachin Goenka	Individual	110A, Southern Avenue Kolkata – 700029
46.	Yogesh Goenka	Individual	110A Southern Avenue, Kolkata – 700029
47.	Puja Goenka	Individual	110A Southern Avenue, Kolkata – 700029
48.	Vibhash Vardhan Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019
49.	Jayant Goenka	Individual	110A Southern Avenue, Kolkata – 700029
50.	Dhiraj Agarwal	Individual	Emami Tower, 687, Anandapur, E.M. Bypass, Kolkata – 700107

**B. Oriental Sales Agencies (India) Private Limited (“Demerged Company” or “ORIENTAL”)**

- i. The Demerged Company was incorporated as a private limited company under the Companies Act, 1956 on May 12, 1987 in the State of West Bengal. The Demerged Company is registered with the Registrar of Companies, West Bengal having Corporate Identification Number U51909WB1987PTC042332 and Permanent Account Number AAACO6358E. The email address of the Demerged Company is orientalsales1987@gmail.com.
- ii. During the last five years, there has been no change in the name of the Demerged Company, while there has been no change in the registered office of the Demerged Company, except as mentioned below:
  - On June 06, 2018 the registered office of the Demerged Company was shifted from Emami Tower, 687 Anandapur, E. M, Bypass, Kolkata – 700 107 to Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700 107.
- iii. The main objects of the Demerged Company are contained in Clause III of its Memorandum of Association. They are, *inter alia*, as follows:-
  1. To undertake and perform activities and carry on the business of buying, acquiring, selling, reselling, exchanging, bartering, indenting importing, exporting, servicing, repairing, managing, reconstructing, developing, acquiring by license, granting on license, hiring or renting letting on hire or rent, taking on lease, granting on lease or hire purchase, financing or otherwise dealing in or disposing of, all forms of moveable and immovable properties and assets including lands, buildings, mines, mills, factories, works, godowns, warehouses, real estate of any tenure or description and any materest therein, business concerns, undertakings, plants, machinery, equipments, films vehicles of all kinds, ships, boats, ocean going vessels of all kinds, air borne carriers of all kinds, computers and data processors of all kinds, computer software, electrical installations, generating, sets, office equipments medical equipments, implements, all kinds of industrial, consumer and commercial items, components, stores and spare parts, tools, stock-in-trade, merchandise, book debts, patents, inventions, licences, trademarks, rights, claims, privileges of any description, regardless the properties and assets purchased or leased or hired be new and or used and from India or out of India; to finance and assist in financing of all and every kind and description of hire purchase, deferred payment and similar transaction; and to finance, subsidies, assist in financing or subsidizing the sale and maintenance of any goods articles, commodities or assets of all kinds and description to acquire and discount hire purchase, lease or other agreements or any rights thereunder.
  2. To undertake and carry on all or any of the business of designing, engineering, fabricating, manufacturing, assembling, marketing, importing, exporting, selling leasing distributing, servicing, maintaining, erecting repairing, and otherwise dealing in all types kinds, grades, and descriptions of equipments accessories, components, parts items, devices, instruments, appliances, machineries, plants, whether related to automobiles, engineering scientific, medical, surgical mechanical electrical, electronic, chemical, hydraulic, pneumatic, thermal sonic, solar or optical field or any combination thereof, either directly or as agents or in collaboration with others, to undertake and carry on any business of using the above mentioned equipments, accessories, components, parts, items, devices, instruments appliances, machineries, plants in producing manufacturing making finished products of various kinds, types, and descriptions for various applications.

During the last five years, there has been no change in the objects clause of the Demerged Company.

- iv. The Demerged Company is engaged, *inter alia*, in the business of (i) Real Estate and (ii) Trading in Paintings/shares & securities.
- v. The share capital of the Demerged Company as on December 31, 2020 is as follows:-

Share Capital	Amount in INR.
<b>Authorized Share Capital</b>	
55,00,000 Equity Shares of INR. 10/- each	5,50,00,000
<b>TOTAL</b>	<b>5,50,00,000</b>
Issued, Subscribed and Paid-up Share Capital	
35,00,000 Equity Shares of INR. 10/- each	3,50,00,000
<b>TOTAL</b>	<b>3,50,00,000</b>

As on the date of the Notice, there is no change in the capital structure of the Demerged Company.

- vi. The Demerged Company has also prepared its Audited financial statements for the nine months ended December 31, 2020, a copy whereof annexed and marked as **Annexure 2** hereto. Subsequent to the date of the aforesaid financial statements i.e. December 31, 2020, there has been no material change in the financial position of the Demerged Company except those arising or resulting in the ordinary course of business.
- vii. The details of Directors, Promoters and Promoter Group entities of the Demerged Company along with their addresses are mentioned herein below:

Sr. No.	Name	Category	Address
<b>Directors:</b>			
1.	Mr. Sandeep Jhunjunwala (DIN 06433099)	Director	Duke Gardens 3A Crown Apartments, Raghunathpur, VIP Road, Kolkata, 700059, West Bengal, INDIA
2.	Mr. Narayan Poddar (DIN 06960335)	Director	Diamond City West, Tower-3, Flat- 10E, 18 Ho Chi Minh Sarani, Kolkata, 700061, West Bengal, India
<b>Promoter/Promoter Group:</b>			
Sr. No.	Name	Category	Address
1.	Suraj Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
2.	Suntrack Commerce Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
3.	Bhanu Vyapaar Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
4.	Diwakar Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
5.	Prabhakar Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
6.	Raviraj Viniyog Private Limited	Body Corporate	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
7.	Rajkumar Goenka	Individual	687, Anandapur, E.M. Bypass, Kolkata - 700107
8.	Santosh Goenka	Individual	687, Anandapur, E.M. Bypass, Kolkata - 700107
9.	Indu Goenka	Individual	687, Anandapur, E.M. Bypass, Kolkata - 700107
10.	Usha Agarwal	Individual	25A, Ballygunge Circular Road, Kolkata – 700019

## 5. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, *inter alia*, as stated below. The capitalized terms used herein shall have the same meaning as ascribed to them in Clause 1 of Part A of the Scheme:-

- (a) The Scheme shall be effective from the Appointed Date, i.e. April 01, 2019.
- (b) The Scheme is conditional upon and subject to the following:
- The requisite consents, no-objections and approvals of the Stock Exchanges and SEBI to the Scheme in terms of the SEBI Circulars, on terms acceptable to the Demerged Company and the Resulting Company;
  - The Scheme being approved by respective requisite majorities in numbers and value of such classes of members and creditors of the Demerged Company and the Resulting Company as may be directed by the Hon'ble National Company Law Tribunal ("NCLT"), Kolkata Bench having jurisdiction in relation to the Demerged Company and Resulting Company under Sections 230 and 232 of the Act;
  - The Scheme being approved by the majority of public shareholders of the Resulting Company (by way of e-voting) as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under

- Rule 2 of Securities Contracts (Regulation) Rules, 1957;
- iv. The Scheme being sanctioned by the NCLTs under Sections 230 to 232 of the Act, on terms acceptable to the Demerged Company and the Resulting Company; and
  - v. The certified copies of the NCLT Order(s) being filed with the Registrar of Companies by the Demerged Company and the Resulting Company.
- (c) The Scheme as approved or imposed or directed by the NCLT or by any Governmental Authority shall be effective from the Appointed Date but shall be operative from the Effective Date.

**Note: The above details are the salient features of the Scheme. The shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.**

#### 6. Relationship subsisting between the Demerged Company and the Resulting Company

Apart from having common promoters i.e. Suraj Viniyog Private Limited, Suntrack Commerce Private Limited, Bhanu Vyapaar Private Limited, Diwakar Viniyog Private Limited, Prabhakar Viniyog Private Limited, Raviraj Viniyog Private Limited, Rajkumar Goenka, Santosh Goenka, Indu Goenka and Usha Agarwal, there is no other relationship between the Resulting and the Demerged Company. The Resulting Company and the Demerged Company do not have any common director. The Resulting Company and the Demerged Company are not holding, subsidiary and/or associate companies in terms of the Act.

#### 7. Approvals of the Board of Directors

- i. The Board of Directors of the Demerged Company at its meeting held on March 05, 2020 by a resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Mr. Sandeep Jhunjhunwala	Voted in favour
Mr. Narayan Poddar	Voted in favour

- ii. The Board of Directors of the Resulting Company at its meeting held on March 05, 2020 by a resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Mr. Abhijit Datta	Voted in favour
Mr. Hari Mohan Marda	Voted in favour
Mr. Ram Gobind Ganeriwala	Voted in favour
Mr. Debasish Bhaumik	Voted in favour
Mrs. Karabi Sengupta	Leave of absence granted
Mr. Basant Kumar Parakh	Leave of absence granted
Mr. Girija Kumar Choudhary *	Voted in favour
Mr. Rajesh Bansal	Leave of absence granted

\*Resigned w.e.f. 1<sup>st</sup> August, 2020

#### 8. Effect of the Scheme on Directors, Key Managerial Personnel and their relatives

The Directors of EMAMI and ORIENTAL do not have any interest in the Scheme otherwise than as Directors in the respective companies, in general. Further, none of the Directors or Key Managerial Personnel (“KMP”) of EMAMI and ORIENTAL and their respective relatives is concerned or interested, financially or otherwise, in the proposed Scheme.

Details of shares held by the present Directors and KMPs of the Demerged Company and the Resulting Company, either individually or jointly, as a first holder or second holder or as a nominee, in the respective companies are under:

##### Demerged Company

Sr No	Name of the Directors	Designation	Number of equity shares held as on December 31, 2020	
			EMAMI	ORIENTAL
1.	Mr. Sandeep Jhunjhunwala	Non-Executive, Non-Independent Director	NIL	NIL
2.	Mr. Narayan Poddar	Non-Executive, Non-Independent Director	NIL	NIL

##### Resulting Company

Sr No	Name of the Directors/ KMPs	Designation	Number of equity shares held as on December 31, 2020	
			EMAMI	ORIENTAL
1.	Mr. Abhijit Datta	Independent Director	NIL	NIL
2.	Mr. Hari Mohan Marda	Independent Director	NIL	NIL



3.	Mr. Ram Gobind Ganeriwala	Independent Director	NIL	NIL
4.	Mr. Debasish Bhaumik	Independent Director	NIL	NIL
5.	Mrs. Karabi Sengupta	Independent Director	NIL	NIL
6.	Mr. Basant Kumar Parakh	Non-Executive Non-Independent Director	NIL	NIL
7.	Dr. Nitesh Kumar Gupta	Managing Director & CEO	NIL	NIL
8.	Mr. Rajesh Bansal	Whole-time Director	NIL	NIL
9.	Mr. Rajendra Kumar Agarwal	Chief Financial Officer	NIL	NIL
10.	Mrs. Payel Agarwal	Company Secretary	NIL	NIL

## 9. Effect of Scheme on stakeholders

The effect of the Scheme on various stakeholders is summarized below:-

### A. Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders

The effect of the Scheme on the Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders of the Demerged Company and the Resulting Company is given in the attached reports (**Annexure 3**) adopted by the respective Board of Directors of the said companies at their respective meetings held on March 05, 2020 pursuant to the provisions of Section 232(2)(c) of the Act. The Scheme will have no effect on the material interest of the Directors and KMPs of the said companies.

### B. Directors

The Scheme will have no effect on the office of existing Directors of the Demerged Company and the Resulting Company. The Directors of the Demerged Company and the Resulting Company will continue to be Directors of such companies as before. It is clarified that following the Scheme, the composition of the Board of Directors of such companies may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Memorandum and Articles of Association of such companies but the Scheme itself does not affect the office of Directors of such companies.

### C. Employees

- i. Upon the Scheme becoming effective, Employees engaged in the Demerged Undertaking of the Demerged Company will cease to be employees of the Demerged Company and become employees of the Resulting Company on the same terms and conditions, as before. Other employees of the Demerged Company will continue to be employees of the Demerged Company, on the same terms and conditions, as before.
- ii. The Scheme will have no effect on the existing employees of the Resulting Company.

### D. Creditors

- i. Creditors relating to the Demerged Undertaking of the Demerged Company will cease to be creditors of Demerged Company and become creditors of the Resulting Company on the same terms and conditions, as before. Other creditors of Demerged Company and the Resulting Company will continue to be creditors of the Demerged Company and the Resulting Company respectively, on the same terms and conditions, as before.
- ii. The effect of the Scheme on creditors generally is further discussed in paragraph 11(ii) below.

### E. Debenture holders and Debenture Trustees

As on the date of the Notice, there are no Debenture holders or Debenture Trustees in case of both the Demerged Company and the Resulting Company.

### F. Depositors and Deposit Trustees

The Demerged Company or the Resulting Company have not taken term deposits from depositors. No deposit trustees have been appointed.

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

## 10. No investigation proceedings

There are no proceedings pending under Sections 210 to 227 of the Act against the Demerged Company and/or the Resulting Company.

## 11. Amounts due to unsecured creditors

- i. The respective amounts due to unsecured creditors as on August 15, 2020 are as follows:-

Sr. No.	Name of Company	Amount (Rs. in crores)
1.	Emami Realty Limited	2266.84
2.	Oriental Sales Agencies (India) Private Limited	34.14

- ii. The Scheme embodies the arrangement between the Demerged Company and the Resulting Company and their respective shareholders and creditors. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Demerged Company and the Resulting Company. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

## 12. Summary of Valuation Report and Fairness Opinion

- i. The entitlement ratio in consideration for the demerger has been fixed on a fair and reasonable basis and on the basis of the Valuation Report of Mr. Sandeep Agrawal, Chartered Accountant and Registered Valuer as per the Act.
- ii. The valuation methods used by the valuers and the share values determined by them are summarised in the tables below:-
- A. The computation of share entitlement ratio for demerger of Real Estate Division of ORIENTAL into EMAMI by Mr. Sandeep Agrawal is tabulated below:

Valuation Approach	Real Estate Division of ORIENTAL (A)			EMAMI (B)		
	Value per Share (Rs.)	Weight	Weighted Price	Value per Share (Rs.)	Weight	Weighted Price
Market Price Method (Market Approach)	NA	NA	NA	47.94	0.15	7.19
Discounted Cashflows Method (Income Approach)	253.45	0.70	177.41	104.84	0.70	73.39
Net Asset Value Method (Asset Approach)	257.61	0.30	77.28	60.77	0.15	9.12
Relative Value per Share			254.70			89.69
Relative Value per Share (Rounded)			<b>255.00</b>			<b>90.00</b>
<b>Share Entitlement Ratio (A/B) (Rounded)</b>						<b>2.83</b>

- iii. Based, *inter alia*, on the aforesaid, the valuers have recommended the share entitlement ratio as follows:-  
**“2.83 fully paid up Equity Shares of Rs. 2 each of the Resulting Company shall be issued and allotted to the Shareholders of the Demerged Company for every 1 Equity Share of Rs. 10 each held by such Shareholder in the Demerged Company”.**
- iv. Further details of the valuation will appear from the Valuation Report of Mr. Sandeep Agrawal, Chartered Accountant and Registered Valuer on the fair equity share entitlement ratio, copies whereof are attached to this Explanatory Statement as **Annexure 4** respectively.
- v. Narnolia Financial Advisors Limited, independent SEBI registered Merchant Bankers, have also confirmed that the entitlement ratio is fair and proper by their fairness opinion which is annexed to this Explanatory Statement as **Annexure 5**. The said merchant banker concluded as follows:  
**“Based on the information, material and data available to us, including the Report of the valuer and the working thereto, in our opinion the said Share Entitlement Ratio recommended for the demerger of Real estate undertaking of Oriental into Emami is fair and proper.”**
- vi. The proposal for the Scheme was placed before the Audit Committee of the Resulting Company at its meeting held on March 05, 2020. The Audit Committee of the Resulting Company took into account the recommendations on the fair valuation mentioned in the Valuation Report provided by Mr. Sandeep Agrawal, Chartered Accountant & Registered Valuer and the Fairness Opinion provided by Narnolia Financial Advisors Limited. The Audit Committee has recommended the proposed Scheme, including the share entitlement ratio to the Board of Directors of the Resulting Company.  
The Board of Directors of the Resulting Company have taken into account the independent recommendations of the Audit Committee, the recommendations of the share entitlement ratio provided in the Valuation Report dated March 05, 2020 provided by the Valuers and the Fairness Opinion dated March 05, 2020 provided by Narnolia Financial Advisors Limited.  
Based on the aforesaid advice/opinions, the Board of Directors of the Resulting Company have come to conclusion that the share entitlement ratio provided in the Valuation Report is fair and reasonable and has approved the same at its meeting held on March 05, 2020.  
Upon the coming into effect of this Scheme, and in consideration of the transfer and vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company, the Resulting Company shall, without any further application, act, instrument or deed, issue and allot to all the equity shareholders of the Demerged Company, whose names appear

in the register of members /list of Beneficial Owners as furnished by the RTA and Depositories as on the Record Date, 2.83 equity shares of the Resulting Company of Rs. 2/- each fully paid-up for every 1 equity share held in the Demerged Company of Rs.10/- each fully paid-up.

### 13. Pre/post arrangement shareholding pattern of the Demerged Company and the Resulting Company as on December 31, 2020

The pre-Arrangement shareholding pattern of the Demerged Company and the pre/post-Arrangement shareholding pattern of the Resulting Company as on December 31, 2020, is given in the table below. There will be no change in the shareholding pattern of the Demerged Company consequent to the Scheme as there is no issue of shares by Demerged Company pursuant to the Scheme

Sr. No.	Description	Demerged Company		Resulting Company			
		Pre-arrangement		Pre-arrangement		Post-arrangement*	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
(a)	Individuals / Hindu Undivided Family	665000	19.00	798552	2.86	2680502	7.08
(b)	Central Government /State Government(s)						
(c)	Financial Institutions / Banks						
(d)	Any Other						
	- Bodies Corporate	2835000	81.00	13310427	47.64	21333477	56.38
	<b>Sub-Total (A) (1)</b>	<b>3500000</b>	<b>100.00</b>	<b>14108979</b>	<b>50.50</b>	<b>24013979</b>	<b>63.46</b>
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)			171	0.00	171	0.00
(b)	Bodies Corporate						
(c)	Institutions						
(d)	Any Other						
	<b>Sub-Total (A) (2)</b>			<b>171</b>	<b>0.00</b>	<b>171</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>			<b>14109150</b>	<b>50.50</b>	<b>24014150</b>	<b>63.46</b>
<b>(B)</b>	<b>Public Shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds/UTI						
(b)	Financial Institutions /Banks			5586	0.02	5586	0.01
(c)	Venture Capital Funds						
(d)	Insurance Companies						
(e)	Foreign Institutional Investors / Foreign Portfolio Investors (Corporate)			35000	0.13	35000	0.09
(f)	Foreign Venture Capital Investors						
(g)	Alternative Investment Fund						
(h)	Any Other						
	<b>Sub-Total (B)(1)</b>			<b>40586</b>	<b>0.15</b>	<b>40586</b>	<b>0.10</b>
<b>(2)</b>	<b>Central Government/State Government(s)</b>			1000	0.00	1000	0.00
	<b>Sub-Total (B)(2)</b>			<b>1000</b>	<b>0.00</b>	<b>1000</b>	<b>0.00</b>
<b>(3)</b>							
<b>(a)</b>	<b>Individuals -</b>						
i	Individual shareholders holding nominal share capital upto Rs. 2 lakhs			8335080	29.83	8335080	22.02
ii	Individual shareholders holding nominal share capital in excess of ` 2 lakhs			521508	1.87	521508	1.38
(b)	NBFCs registered with RBI			32500	0.12	32500	0.09
(c)	Overseas Depositories (holding DRs) (balancing figure)						
(d)	Any Other						
	- Bodies Corporate			4669653	16.71	4669653	12.34

- Clearing Members			42048	0.15	42048	0.11
- Directors and their Relatives						
- Foreign Nationals						
- Foreign Portfolio Investors (Individual)						
- HUF						
- IEPF						
- LLP						
- Non-Resident Indian			187329	0.67	187329	0.50
- OCBs/Foreign Companies						
- Trusts			35	0.00	35	0.00
<b>Sub-total (B)(3)</b>			<b>13788153</b>	<b>49.35</b>	<b>13788153</b>	<b>36.44</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>			<b>13829739</b>	<b>49.50</b>	<b>13829739</b>	<b>36.54</b>
<b>TOTAL (A)+(B)</b>	<b>3500000</b>	<b>100.00</b>	<b>27938889</b>	<b>100.00</b>	<b>37843889</b>	<b>100.00</b>
(C) <b>Shares held by Custodians and against which DRs have been issued</b>	0	0	0	0	0	0
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>3500000</b>	<b>100.00</b>	<b>27938889</b>	<b>100.00</b>	<b>37843889</b>	<b>100.00</b>

\* Assuming the continuing shareholding pattern as on December 31, 2020

#### 14. Pre/post Arrangement capital structure of the Demerged Company and the Resulting Company

The pre-arrangement capital structure of the Demerged Company and the Resulting Company is given in paragraphs 4A(vi) and 4.B(v) above. There will be no change in the capital structure of the Demerged Company pursuant to the Scheme. The post arrangement capital structure of the Resulting Company will be as follows:

Particulars	Amount (INR)
<b>Share Capital</b>	
<b>Authorized Share Capital</b>	
13,52,50,000 Equity Shares of INR 2/- each	27,05,00,000
<b>TOTAL</b>	<b>27,05,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
3,78,43,889 Equity Shares of INR 2/- each	7,56,87,778
<b>TOTAL</b>	<b>7,56,87,778</b>

#### 15. Auditors Certificate of conformity of accounting treatment in the Scheme with Accounting Standards

The Auditors of the Demerged Company and the Resulting Company have confirmed that the accounting treatment in the said Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act.

#### 16. Approvals to the Scheme

The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

The Scheme along with related documents was hosted on the website of the Resulting Company, BSE and NSE and was open for complaints/comments. The Resulting Company has not received any complaint/comment and accordingly a Nil Complaint report was filed with BSE, NSE and CSE on May 04, 2020, May 01, 2020 and July 03, 2020 respectively. The said Complaint Reports are enclosed herewith as **Annexure 6**.

The Resulting Company has obtained the approval of the Scheme/no objection to the Scheme in terms of the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from BSE, NSE and CSE vide their observation letters dated August 14, 2020, August 17, 2020 and August 19, 2020 respectively. The said observation letters are enclosed as **Annexure 7** to this Statement.

Notice of the Meeting along with a copy of the Scheme, in the prescribed form, will be served to all the authorities in terms of the Order of the Tribunal dated January 07, 2021.

The Demerged Company and Resulting Company will file a Petition jointly under Section 232 and other applicable provisions of the Act to the Tribunal for sanctioning of the Scheme.

No specific valuation difficulties were reported. Neither winding up order nor order under IBC has been passed against the Demerged Company and Resulting Company.

In the event that this Scheme is terminated or withdrawn in the manner set out herein, this Scheme shall stand revoked,

cancelled and be of no effect and null and void and in such event each party hereto shall bear and pay respective costs, charges and expenses for and or in connection with the Scheme.

17. In terms of the Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time, issued by the Securities and Exchange Board of India, the applicable information of the Demerged Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is enclosed herewith as Annexures 8 to this Statement.
18. As far as the equity shareholders are concerned (promoter shareholders as well as non-promoter shareholders), the demerger under the Scheme will result in an increase in holding of promoter & promoter group of Resulting Company by approximately 12.96% of the paid-up share capital of the Resulting Company (post-arrangement) and in turn will decrease the public shareholding of the Resulting Company's shares to that extent whereas the Scheme does not provide for the issuance of further shares by the Demerged Company, the pre & Post Scheme shareholding pattern of Demerged Company shall remain the same. The Scheme is not expected to have any adverse effect on the Key Managerial Personnel, Directors, Creditors and employees of the Demerged Company and the Resulting Company. Further, no change in the Board of Directors of the Demerged Company and Resulting Company is envisaged on account of the Scheme.

#### 19. Inspection of Documents

The following documents will be available for inspection or for obtaining extract or copies by the Shareholders at the Registered Office of the Resulting Company at Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata - 700107 on any working day between 10.00 a.m. to 1:00 p.m. (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting:

- a. Certified copies of the Order dated January 07, 2021 passed by the Hon'ble National Company Law Tribunal, Kolkata Bench, in Company Application (CAA) NO. 1236/KB/2020;
- b. Copy of the Scheme entered into between EMAMI and ORIENTAL and their respective shareholders and creditors;
- c. All Agreements, contracts etc. referred in the Scheme of Arrangement connected or setting out the terms and conditions for transfer of Real Estate Division Business of the Demerged Company to the Resulting Company;
- d. Valuation Report dated March 05, 2020 of Mr. Sandeep Agrawal, Chartered Accountant and Registered Valuer;
- e. Observation letters received from BSE, NSE and CSE dated August 14, 2020, August 17, 2020 and August 19, 2020;
- f. Fairness Opinion dated March 05, 2020 of Narnolia Financial Advisors Limited;
- g. Copy of Company Application (CAA) NO. 1236/KB/2020 and Affidavit in Support thereof;
- h. Copies of the Resolutions dated March 05, 2020 passed by the respective Board of Directors of the Demerged Company and the Resulting Company approving the Scheme;
- i. Complaint Reports dated May 04, 2020, May 01, 2020 and July 03, 2020 submitted by the Resulting Company to BSE, NSE and CSE respectively;
- j. Copies of Reports dated March 05, 2020 adopted by the Audit Committee of the Resulting Company;
- k. Copies of Reports dated March 05, 2020 adopted by the Board of Directors of the Demerged Company and the Resulting Company pursuant to Section 232(2)(c) of the Act;
- l. Memorandum and Articles of Association of the Demerged Company and the Resulting Company;
- m. Annual Reports containing Audited Standalone and Consolidated Financial Statements of the Resulting Company and the Demerged Company for the financial year ended March 31, 2018, March 31, 2019 and March 31, 2020;
- n. Copies of Limited Reviewed Financial Results of the Resulting Company for the quarter and half year ended 30<sup>th</sup> September, 2020 and Audited Standalone Financial Statements of the Demerged Company as on December 31, 2020;
- o. Certificates issued by the Auditors of the Demerged Company and the Resulting Company to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;
- p. Copy of the Scheme filed by the Demerged Company and Resulting Company with the Registrar of Companies, in Form GNL-2 alongwith challan evidencing proof of submission;
- q. Register of Shareholding of Directors and Key Managerial Personnel of the Resulting Company; and
- r. All other documents displayed on the Resulting Company's website at [www.emamirealty.com](http://www.emamirealty.com) in terms of the SEBI Circular dated March 10, 2017.

Dated at this January 30, 2021

Registered Office:  
Emami Realty Limited  
Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba,  
Kolkata - 700107  
CIN: L45400WB2008PLC121426  
Phone: 033 66251200 Email: [infra@emamirealty.com](mailto:infra@emamirealty.com)  
Website: [www.emamirealty.com](http://www.emamirealty.com)

Sd/-  
Mr. Kuldip Mullick, Advocate  
Chairperson appointed for the Meeting

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SCHEME OF ARRANGEMENT FOR DEMERGER  
 BETWEEN  
 ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED  
 (DEMERGED COMPANY)  
 AND  
 EMAMI REALTY LIMITED  
 (RESULTING COMPANY)  
 AND  
 THEIR RESPECTIVE SHAREHOLDERS  
 (UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013  
 AND RELEVANT RULES MADE THEREUNDER)

**(A) PREAMBLE:**

This Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited and Emami Realty Limited and their respective Shareholders ("the Scheme"), more particularly defined hereinafter is presented under the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, as may be applicable, and also read with Section 2(19AA) and other relevant provisions of the Income-tax Act, 1961 as may be applicable, for Demerger of the Real Estate Undertaking (more particularly defined hereinafter) of Oriental Sales Agencies (India) Private Limited and vesting of the same in Emami Realty Limited on a going concern basis.

**(B) BACKGROUND AND DESCRIPTION OF THE COMPANIES:**

1. Oriental Sales Agencies (India) Private Limited (hereinafter referred to as "Oriental" or the "Demerged Company" or the "Transferor Company"), was incorporated as a private limited company under the Companies Act, 1956 on 12/05/1987 in the State of West Bengal with CIN U51909WB1987PTC042332. The Registered office of the Demerged Company is situated at Acropolis, 13th Floor, 185B/1, Rajdanga Main Road Kasba, Kolkata - 700107.
2. The Demerged Company is currently engaged in the business of (i) Real Estate and (ii) Trading in Paintings/ Shares & Securities. The above businesses are carried out by the Demerged Company either directly or indirectly.
3. Emami Realty Limited (hereinafter referred to as "Emami" or the "Resulting Company"), having CIN L45400WB2008PLC121426, was incorporated as a private limited company under the Companies Act, 1956 on 04/01/2008 in the name of "Slick Properties Private Limited" in the state of West Bengal. Subsequently, on the 25/06/2009 the Resulting Company was converted into a Public Limited Company and its name was changed to "Slick Properties Limited". The name of the Resulting Company was changed from "Slick Properties Limited" to "Emami Infrastructure Limited" and a fresh Certificate of Incorporation consequent upon the change of name was issued on 01/07/2009. Thereafter, on 15/10/2018, the name of the



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Resulting Company was changed to "Emami Infrastructure Limited" to "Emami Realty Limited". The Registered Office of the Resulting Company is situated at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata - 700107. The equity shares of RESULTING COMPANY are listed on the BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited.

4. The Resulting Company is currently engaged in the business of Real Estate and construction.

**(C) RATIONALE OF THE SCHEME:**

1. The Demerged Company and the Resulting Company are part of the Emami Group.
2. The Demerged Company is currently engaged in the business of (i) Real Estate and (ii) Trading in Paintings/shares & securities.
3. The 'Real Estate Undertaking' of the Demerged Company comprises of (i) Leasehold interest on 14.4890 Acres of landed property comprising in Municipal Premises No. 2, Jessore Road, Kolkata - 700028 acquired by a registered Deed of Lease dated 16th April, 2007 (as modified from time to time) made between the Demerged Company and the Governor of the State of West Bengal for a period of 99 years commencing from 10th April 2007 and also the right to renew the same for a further period of 99 years subject to the terms and conditions contained and recorded therein, for the development of which the Demerged Company has entered into Development Agreements dated 30th April, 2011, 27th February, 2013 and 30th December, 2016 (as modified from time to time) with the Resulting Company and (ii) 1,12,505 nos. of equity shares in Delta PV Private Limited, held by the Demerged Company. Presently, Delta PV Private Limited is already a subsidiary (55%) of the Resulting Company and post demerger, the percentage of holding in Delta PV Private Limited is going to be increased to 80%.
4. Recognizing the growth potential of the 'Real Estate Undertaking' of the Demerged Company in the backdrop of the fact that the Demerged Company's 'Real Estate Undertaking' has matured, the companies are proposing to consolidate this vertical in the Resulting Company.
5. Accordingly, the management of the companies have examined the relative business strengths and the potential commercial and other synergies of the consolidated entity and proposes to consolidate their real estate businesses under a single entity. As the Demerged Company is having two business undertakings, it was proposed to demerge the real estate undertaking only. Post demerger, the Demerged Company having retained undertaking comprising Trading will be able to focus specifically on the said business of the company, as the same require an altogether different expertise and focus, planning, business strategies and decision making.
6. This arrangement would result in reduction of costs including efficiency in administrative costs, pooling of business and strategic resources, economies of scale and focused management control. The Scheme is in the interest of both the companies and will help in growth and expansion of the businesses. The arrangement would enable the consolidation of business and carry on the same more efficiently and effectively.



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- (D) The proposed Scheme, with effect from the Appointed Date is in the interest of the shareholders, creditors, stakeholders and employees, as it would enable a focused business approach for the maximization of benefits to all stakeholders and for the purposes of synergies of business.
- (E) This Scheme is divided into the following parts:-
- (i) Part I, which deals with the definitions and share capital of the Demerged Company and Resulting Company;
  - (ii) Part II, which deals with the demerger of the Real Estate Undertaking of the Demerged Company and vesting of the same into the Resulting Company; and
  - (iii) Part III, which deals with the general terms and conditions as applicable to the Scheme.

#### PART-I

##### 1. DEFINITIONS

In this Scheme, unless inconsistent with the meaning or context, the following expressions shall have the following meanings:-

- 1.1. "Act" means the Companies Act, 2013 and any rules, regulations, circulars or guidelines issued thereunder and shall, if the context so requires and as may be applicable, as amended from time to time and shall include any statutory replacement or re-enactment thereof.
- 1.2. "Appointed Date" in relation to the Scheme means 1<sup>st</sup> April, 2019.
- 1.3. "Board of Directors" in relation to Demerged Company and/or the Resulting Company, as the case may be, shall, unless it is repugnant to the context or otherwise, include a committee of directors or any person authorized by the board of directors or such committee of directors,
- 1.4. "BSE" means the BSE Limited, the designated stock exchange of the Resulting Company.
- 1.5. "CSE" means the Calcutta Stock Exchange Limited.
- 1.6. "Competent Authority" means the National Company Law Tribunal ("NCLT") as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under the relevant provisions of the Act.
- 1.7. "Demerged Company" / "Transferor Company" means Oriental Sales Agencies (India) Private Limited, a company incorporated under the Companies Act 1956 with CIN U51909WB1987PTC042332 and having its registered office situated at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata - 700107.
- 1.8. "Effective Date" means the means the date on which certified copy of the order of the Hon'ble National Company Law Tribunal, Kolkata Bench under Sections 230 and 232 of the Act sanctioning the Scheme is filed with the Registrar of Companies of West Bengal, Kolkata or the date on which the last of conditions referred to in Clause 15 hereof have been fulfilled,



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whichever is later. Reference in this Scheme to the "date of coming into effect of this Scheme" or "upon the Scheme becoming effective" shall also mean the Effective Date.

1.9. "Real Estate Undertaking" or "Demerged Undertaking" means real estate business undertaken by the demerged company, together with all the related assets, liabilities and employees on a going concern basis and shall include:

- a) Leasehold interest on 14.489 Acres of landed property comprising in Municipal Premises No. 2, Jessore Road, Kolkata - 700028 acquired by a registered Deed of Lease dated 16<sup>th</sup> April, 2007 (as modified from time to time) made between the Governor of the State of West Bengal for a period of 99 years commencing from 10<sup>th</sup> April 2007 and also the right to renew the same for a further period of 99 years subject to the terms and conditions contained and recorded therein, therein referred to as the LESSOR of the One Part and Oriental Sales Agencies (India) Private Limited therein referred to as the LESSEE of the Other Part registered at the Office of the Additional Registrar of Assurances Calcutta in Book No. I, Volume no. 1, Pages 1 to 22, being No. 07790 for the year 2007.
- b) Benefits of Development Agreements dated 30<sup>th</sup> April, 2011, 27<sup>th</sup> February, 2013 and 30<sup>th</sup> December, 2016 (as modified from time to time) entered into with the Transferee Company.
- c) 1,12,505 nos. of equity shares in Delta PV Private Limited, held by the Demerged Company.
- d) Agreements to Sub-Lease and/or Conveyance Deeds with the intending Sub-Lessee(s)/assignee(s) of the flats, units, apartments and car parking spaces entered into by the Demerged Company.

Without prejudice and limitation to the generality of the above, the Demerged Undertaking shall mean and include:

- i. all the property and assets of the Demerged Undertaking contained in the Real Estate described in Schedule I annexed hereto, wherever situated whether movable or immovable, leasehold or freehold, owned or leased tangible or intangible, all computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work in progress, vehicles, furniture, fixtures, office equipment, electrical appliances, accessories, pertaining to or relating to the Demerged Undertaking,
- ii. all rights and licenses, all assignments and grants thereof, all permits, clearances and registrations whether under Central, State or other laws, rights including rights/obligations under agreements entered into with various persons, contracts, applications, letters of intent, memorandum of understandings or any other contracts, non-disposal undertakings, certifications and approvals, regulatory approvals, entitlements, other licenses consents, tenancies, investments and/or interest (whether vested, contingent or otherwise), Taxes, share of advance tax, tax deducted at source and minimum alternate tax credits (including but not limited to credits in respect of



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goods and services tax and other indirect taxes), deferred tax benefits and other benefits in respect of the Demerged Undertaking, cash balances, bank accounts and bank balances, deposits, advances, recoverables, receivables, easements, advantages, financial assets, funds belonging to or proposed to be utilized for the Demerged Undertaking, privileges all other claims, rights and benefits, powers and facilities of every kind, nature and description whatsoever, utilities, provisions, funds, benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to the Demerged Undertaking:

- iii. All books, records, files, papers, governance templates and process information, records of standard operating procedures, computer programmes along with their licenses, manuals and back-up copies, advertising materials, and other data and records whether in physical or electronic form, directly or indirectly in connection with or relating to the Demerged Undertaking;
- iv. all Permits, licences including environmental licences, fire licences, approvals, registrations, quotas, incentives, powers, building sanction plan, sanction, permission to use/sale/transfer, right to use/sale/transfer, right to lease/sub-lease, any right or permission or sanction of any nature necessary to carry to real estate business/construction, registration with HIRA, any kind of registrations, authorities, allotments, consents, rights, benefits, advantages, municipal permissions, trademarks, designs, copyrights, patents and other intellectual property rights of the Demerged Company pertaining to its demerged undertaking, whether registered or unregistered and powers of every kind, nature and description whatsoever, whether from the government bodies or otherwise, pertaining to or relating to the Demerged Undertaking;
- v. all earnest monies or security deposits, or other entitlements in connection with or relating to the Demerged Undertaking;
- vi. all employees of Demerged Undertaking that are determined by the Board of Directors of Demerged Undertaking to be substantially engaged in or in relation to the Demerged Undertaking, on the date immediately preceding the Effective Date,
- vii. Specific loans and borrowings raised, incurred and utilized for the activities, or operations of the Demerged Undertaking;
- viii. All other liabilities, pertaining to or relatable to the Demerged Undertaking;
- ix. all legal proceedings of whatsoever nature by or against the Demerged Company pending and relating to the Demerged Undertaking.
- x. It is hereby clarified that Excluded Assets and Liabilities do not form part of the Demerged Undertaking and shall continue to vest with and belong to the Demerged Company.
- xi. The balance sheet of the Demerged Undertaking as on the Appointed Date jointly drawn up by the Board of Directors of the Demerged Company and the Resulting



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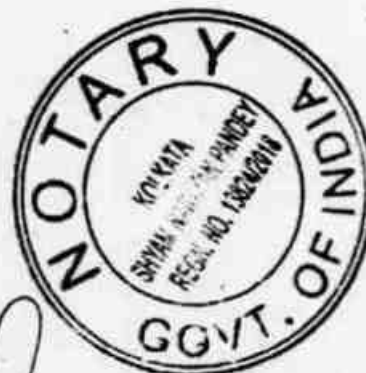
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Company is annexed as Schedule I. Any question that may arise as to whether a specified asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking shall be decided mutually by the Board of Directors of the Demerged Company and the Resulting Company;

- 1.10. "NSE" means the National Stock Exchange of India Limited.
- 1.11. "Record Date" means such date after the Effective Date which the Board of Directors of the Resulting Company may decide for the purposes of issue and allotment of Equity Shares under the Scheme.
- 1.12. "Residual Demerged Company" means businesses of Demerged Company other than the Real Estate Undertaking (as defined in Clause 1.9) and shall specifically include the Trading in Paintings/ shares & securities Division, as may be identified by the Board of Directors of Demerged Company.
- 1.13. "Resulting Company" or "Transferee Company" means Emami Realty Limited, a company incorporated under the Companies Act, 1956 with CIN L45400WB2008PLC121426, and having its registered office situated at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata - 700107.
- 1.14. "Scheme" means this Scheme of Arrangement for Demerger in its present form submitted to the Competent Authority for sanction or with any modification(s) made under Clause 13 & 14 of this Scheme and/or any modification(s) approved or imposed or directed by the Competent Authority.
- 1.15. "SEBI" means the Securities and Exchange Board of India.
- 1.16. "SEBI Circular" means (i) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, (ii) Circular No. CFD/DIL3/CIR/2017/26 dated March 23, 2017, (iii) Circular No. CFD/DIL3/CIR/2017/105 dated September 21, 2017 (iv) Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued by SEBI or any other Circulars issued by SEBI applicable to schemes of arrangement from time to time.
- 1.17. "Stock Exchange" shall have the same meaning as ascribed to it under the Securities Contract (Regulation) Act, 1956.

## 2. SHARE CAPITAL

- 2.1 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Demerged Company as on 31<sup>st</sup> March, 2019 is as under:



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<b>Oriental Sales Agencies (India) Private Limited (Demerged Company)</b>	
Particulars	Amount in Rs
Authorised Share Capital	
55,00,000 equity shares of Rs 10 each	5,50,00,000
<b>Total</b>	<b>5,50,00,000</b>
Issued, Subscribed, Called-up and Paid-up Capital	
35,00,000 equity shares of Rs10 each	3,50,00,000
<b>Total</b>	<b>3,50,00,000</b>

There has been no change in the share capital of Demerged Company post 31<sup>st</sup> March, 2019;

- 2.2 The Authorised, Issued, Subscribed and Paid-up Share Capital of the Resulting Company as on 31<sup>st</sup> March, 2019 is as under:

<b>Emami Realty Limited (Resulting Company)</b>	
Particulars	Amount in Rs
Authorised Share Capital	
13,52,50,000 equity shares of Rs 2 each	27,05,00,000
<b>Total</b>	<b>27,05,00,000</b>
Issued, Subscribed, Called-up and Paid-up Capital	
2,79,38,889 equity shares of Rs. 2 each	5,58,77,778
<b>Total</b>	<b>5,58,77,778</b>

There has been no change in the share capital of Resulting Company post 31<sup>st</sup> March, 2019.

- 2.3 The equity shares of the Resulting Company are listed on the NSE, the BSE and the CSE. The equity shares of the Demerged Company are not listed on any Stock Exchange.

## PART II

### DEMERGER AND VESTING OF REAL ESTATE UNDERTAKING OF DEMERGED COMPANY INTO RESULTING COMPANY

3. **TRANSFER AND VESTING OF REAL ESTATE UNDERTAKING**
- 3.1 The Real Estate Undertaking of Demerged Company, as defined in Clause 1.9, shall stand transferred to and vested in or deemed to be transferred to and vested in Resulting Company, as a going concern, in accordance with Section 2(19AA) of the Income Tax Act, 1961. If any terms or provisions of the Income Tax Act, 1961, get amended at a later date including resulting from an amendment of law or for any other reason whatsoever, then the provisions of the said Section of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the Income Tax Act, 1961.
- 3.2 Upon the Scheme becoming effective and with effect from the Appointed Date, the whole of the undertaking and assets and properties and brands of the Real Estate Undertaking, shall, under the provisions of Sections 230 to 232 and all other applicable provisions, if any,



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of the Act, without any further act or deed, stand transferred to and vested in and/or deemed to be transferred to and vested in Resulting Company, so as to vest in the Resulting Company all the rights, title and interest pertaining to the Real Estate Undertaking.

Further, the date of entitlement/ownership of the Resulting Company relating to all assets, properties, leasehold land, right, benefits, approvals, ownership, title, powers, interests, authorities, licenses, privileges, liberties will be from the date to which the Demerged Company pertaining to the Real Estate Undertaking was entitled and it will be treated that the same has been entered into with the Resulting Company and the Resulting Company will step into the shoes of the Demerged Company pertaining to the Real Estate Undertaking.

Notwithstanding the generality of the foregoing provisions, all electricity, gas, water and other utility connections and tariff rates in respect thereof sanctioned by various public sector and private companies, boards, agencies and authorities in different states pertaining to the Demerged Undertaking, together with security deposits and all other advances paid, shall stand automatically transferred in favour of the Resulting Company on the same terms and conditions without any further act, instrument, deed, matter or thing being made, done or executed

- 3.3 Upon the Scheme becoming effective and with effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature and description of Demerged Company relating to the Real Estate Undertaking shall, without any further act or deed be and stand transferred to Resulting Company so as to become as from the Appointed Date, the debts, liabilities, contingent liabilities, duties and obligations of Resulting Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.
- 3.4 After the Effective Date, Resulting Company undertakes to meet, discharge and satisfy the said liabilities to the exclusion of Demerged Company and to keep Demerged Company indemnified at all times from and against all such liabilities and from and against all actions, demands and proceedings in respect thereto.
- 3.5 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, building sanction plan, permissions or approvals or consents including but not limited to license, brands, registered and unregistered trademarks, copyrights, designs, and all other intellectual property held by Demerged Company required to carry on operations in the Real Estate Undertaking shall stand vested in or transferred to Resulting Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of Resulting Company. The benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents shall vest in and become available to Resulting Company pursuant to the Scheme. In so far as the various incentives given by the Government of West Bengal/ Government of India, subsidies, rehabilitation Schemes, special status and other benefits or privileges enjoyed, granted by any Government body, local authority or by any other person, or availed of by Demerged Company relating to the Real Estate



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Undertaking are concerned, the same shall vest with and be available to Resulting Company on like same terms and conditions.

- 3.6 With effect from the Appointed Date, all the accumulated and unabsorbed depreciation tax losses pertaining to the Real Estate Undertaking shall stand vested in or transferred to Resulting Company in terms of Section 72A(4) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 72A(4) of the Income-tax Act, 1961.
- 3.7 The transfer and vesting of Real Estate Undertaking as aforesaid shall be subject to the existing securities, charges, mortgages and other encumbrances if any, subsisting over or in respect of the property and assets or any part thereof relating to Real Estate Undertaking to the extent such securities, charges, mortgages, encumbrances are created to secure the liabilities forming part of the Real Estate Undertaking.

In so far as any Encumbrance/charges/mortgages in respect of Liabilities relating to the Demerged Company is concerned, such Encumbrance/charges/mortgages shall, without any further act, instrument or deed being required to be taken or modified, be extended to and shall operate only over the assets comprised in the Demerged Company. If any of the assets comprised in the Demerged Undertaking which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Liabilities relating to the Demerged Undertaking, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over either to such assets or to the assets/properties of the Resulting Company existing as on effective date. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

- 3.8 The Demerged Company may, at its sole discretion but without being obliged to, give notice in such form as it may deem fit and proper, to such Persons, as the case may be, any debt, receivable, bill, credit, loan, advance, debenture or deposit relating to the Demerged Undertaking stands transferred to and vested in the Resulting Company and that appropriate modification should be made in their respective books/records to reflect the aforesaid changes.
- 3.9 The Resulting Company shall be entitled to benefit of all insurance policies which have been issued in relation to the Real Estate Undertaking of the Demerged Company and the name of the Resulting Company shall be substituted as the "insured party" in the policies as if the Resulting Company was initially a party. Further during the validity of insurance policy and till the name of Resulting Company is not substituted the Demerged Company can file claim, if any relating to the demerged undertaking on behalf of the Resulting Company.
- 3.10 Without prejudice to the provisions of the foregoing sub-clauses of this Clause 3 and upon the Scheme becoming effective, the Demerged Company and the Resulting Company may execute any and all instruments or documents and do all acts, deeds and things as may be



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required, including filing of necessary particulars and/ or modification(s) of charge with the concerned ROC or filing of necessary applications, notices, intimations or letters with any Appropriate Authority or Person to give effect to the Scheme.

- 3.11 This Scheme shall be deemed to ensure that any amount owing by Demerged Company as on the Appointed Date, or at any time thereafter, is owned either by Demerged Company or Resulting Company such that the liabilities and debts pertaining to the Demerged Undertaking are demerged and vested with Resulting Company and those pertaining to the Residual Demerged Company continue to be the debts or liabilities of Demerged Company. Any charge, security interest, lien, statutory lien or statutory charge pertaining to any assets of the Demerged Undertaking shall continue to have effect only on the assets of the Demerged Undertaking and shall cease to have effect on the assets of the Residual Demerged Company. Likewise, any charge, security interest, lien, statutory lien or statutory charge pertaining to any assets of the Residual Demerged Company shall continue to have effect only on the assets of the Residual Demerged Company and shall cease to have effect on the assets of the Demerged Undertaking. Subject to the para above, if any creditor has any charge, security interest, lien, statutory lien or statutory charge on any of the assets or properties of Demerged Undertaking of Demerged Company, such creditor shall continue to enjoy and hold such charge, lien or security interest upon the properties of Demerged Undertaking in Resulting Company.
- 3.12 On and from the Effective Date, all cheques and other negotiable instruments and payment orders received or presented for encashment which are in the name of the Demerged Company and are in relation to or in connection with the Demerged Undertaking, shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company.

#### 4. CONSIDERATION

- 4.1 Upon this Scheme becoming effective and upon vesting of the Real Estate Undertaking of Demerged Company in the Resulting Company in terms of this Scheme, Resulting Company shall without any further application or deed, issue and allot equity shares, credited as fully paid-up to the extent indicated below, to the equity shareholders of Demerged Company, and whose names appear in the Register of Members of Demerged Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors-in title as may be recognized by the Board of Directors of the Resulting Company in the following manner:

*"2.83 fully paid up Equity Shares of Rs. 2 each of Resulting Company shall be issued and allotted for every 1 Equity Shares of Rs. 10 each held in Demerged Company".*

- 4.2 Equity shares issued by Resulting Company pursuant to this Clause is hereinafter referred to as "New Equity Shares".
- 4.3 Any fraction shares arising on issue of New Equity Shares as above will be ignored.
- 4.4 The New Equity Shares shall be issued and allotted in dematerialized form to the equity shareholders of Demerged Company. If the Resulting Company has received notice from



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any member that New Equity Shares are to be issued in physical form or if any member has not provided any requisite details relating to his account with a depository participant or other confirmation as may be required or if the details furnished by any member do not permit electronic credit of New Equity Shares, then the Resulting Company shall issue New Equity Shares in physical form to such member or members.

- 4.5 The New Equity Shares to be issued and allotted as above shall be subject to the Memorandum and Articles of Association of Resulting Company and shall rank pari passu with the existing equity shares of Resulting Company in all respects including dividends.
- 4.6 The Board of Directors of the Resulting Company shall, if and to the extent required, apply and obtain any approvals from concerned Government / Regulatory authorities for the issue and allotment of New Equity Shares pursuant to Clause 4.1 of the Scheme.
- 4.7 Resulting Company Equity Shares to be issued and allotted to the equity shareholders of Demerged Company pursuant to Clause 4.1 of this Scheme will be listed and/or admitted to trading on the BSE, NSE and CSE, where the equity shares of Resulting Company are listed and/or admitted to trading. Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said stock exchanges.
- 4.8 In the event of there being any pending share transfers with respect to the application lodged for transfer by any shareholder of Demerged Company, the Board of Directors or any committee thereof of Demerged Company if in existence, or failing which the Board of Directors or any committee thereof of Resulting Company shall be empowered in appropriate case, even subsequent to the Record Date to effectuate such a transfer in Demerged Company as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or the transferee of the share(s) in Demerged Company and in relation to the Demerged Company Equity Shares after the Scheme becomes effective.
- 4.9 New Equity Shares to be issued and allotted by Resulting Company to the equity shareholders of Demerged Company pursuant to Clause 4.1 of this Scheme, in respect of any equity shares in Demerged Company of dispute, by order of court or otherwise, be held in abeyance by the Resulting Company.
- 4.10 Approval of this Scheme by the equity shareholders of the Resulting Company shall be deemed to be due compliance of the provisions of Section 61 of the Act and the other relevant and applicable provisions of the Act for the issue and allotment of New Equity Shares by Resulting Company, as provided in this Scheme.
- 4.11 The approval of this Scheme by the equity shareholders of Resulting Company under Sections 230 to 232 of the Act shall be deemed to have the approval under Sections 13, 14, 62 and 188 and any other applicable provisions of the Act and any other consents and approvals required in this regard.



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## 5. ACCOUNTING TREATMENT

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Pursuant to the scheme coming into effect on the Effective Date and with effect from the 'Appointed Date, the Demerged Company and the Resulting Company shall account for the Demerger in their respective books of accounts in accordance with Accounting standards/IND AS as applicable on the Appointed Date in the following manner:

### 5.1 In the books of Demerged Company

- 5.1.1 Upon the scheme being effective, the respective book values of the assets and liabilities of the Demerged Undertaking shall be adjusted in the books of accounts of the Demerged Company in accordance with the Accounting Standards issued by the Central Government in terms of the Companies (Accounting Standards) Rules, 2006 and other normally accepted accounting principles/standard.
- 5.1.2 Upon the scheme being effective, the difference between the book value of assets and liabilities of the Demerged Undertaking, transferred pursuant to the Scheme shall be adjusted in the books of Demerged in accordance with the Accounting Standards issued by the Central Government in terms of Companies (Accounting Standards) Rules, 2006 and other normally accepted accounting principles/standard.

### 5.2 In the books of Resulting Company

- 5.2.1 Upon coming into effect of this Scheme, Resulting Company shall account for the scheme in accordance with "Pooling of Interest Method" laid down under Appendix C of Ind AS 103 (Business Combinations of entities under common control) and shall record the assets and liabilities, of the Real Estate Undertaking vested in it pursuant to this Scheme, at their respective carrying values of Demerged Company as on the Appointed Date.
- 5.2.2 Upon coming into effect of this Scheme, to the extent there are inter-corporate loans or balances between Real Estate Undertaking of the Demerged Company and the Resulting Company, the obligations in respect thereof shall stand cancelled. All intercompany transactions between Real Estate Undertaking of the Demerged Company and the Resulting Company shall be eliminated in the Resulting Company financial statements.
- 5.2.3 The Resulting Company shall credit to its Equity Share Capital account the aggregate face value of the New Equity Shares, issued and allotted by it to the shareholders of the Resulting Company pursuant to Clause 4.1 of this Scheme.
- 5.2.4 Consequent to the transfer and vesting of Real Estate Undertaking, as on Appointed Date, Resulting Company shall also effect reorganization of investment cost if any, in Demerged Company proportionate to value of Real Estate Undertaking vis-a-vis total value of Demerged Company in absolute figures based on the valuation carried out by an independent valuer for the purpose of demerger.
- 5.2.5 The difference, if any, between the carrying value of assets and liabilities under Clause 5.2.1 or any applicable Clause above transferred to Resulting Company (post giving effect to cancellation of inter company transactions and loans if any under Clause 5.2.2 above) and



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the amount credited to Equity Share Capital account as per Clause 5.2.3 above and post adjusting the investment cost in Demerged Company if any, as per Clause 5.2.4 above shall be transferred to capital reserve account in the books of Resulting Company.

- 5.2.6 Upon coming into effect of this Scheme, the Resulting Company shall debit all expenses incurred in connection with this Scheme and matters incidental thereto, against the Profit and Loss Account.
- 5.2.7 In case of any difference in the accounting policy between Resulting Company and Real Estate Undertaking of Demerged Company, the impact of the same up to the Appointed Date will be quantified and adjusted in the capital reserves of Resulting Company to ensure that the financial statements of Resulting Company reflect the financial position on the basis of consistent accounting policy.
- 5.2.8 Comparative accounting period presented in the financial statements of Resulting Company shall be restated for the accounting impact of demerger, as stated above, as if the demerger had occurred from the beginning of the preceding period in the financial statements in accordance with Para 9(iii) of Appendix C 'Business Combination of entities under Common Control of and AS 103 for Business Combinations.'

## 6. TAXATION MATTERS

- 6.1 Upon the Scheme becoming effective and with effect from the Appointed Date, all the taxes, duties, cess, paid or payable by the Demerged Company (including under the Income-tax Act, 1961 or any other applicable laws) pertaining to the Real Estate Undertaking including but not limited to IGST, CGST, SGST, GST, advance taxes, tax deducted at source, withholding tax, credits, refunds, claims or interest thereon, if any, shall for all purpose, be treated as IGST, CGST, SGST, GST, advance taxes, tax deducted at source, withholding tax, credits, refunds, claims or interest of the Resulting Company.
- 6.2 Upon the Scheme becoming effective and with effect from the Appointed Date, the Resulting Company is expressly, permitted to revise and file returns pertaining to the Real Estate Undertaking belonging to Demerged Company, including but not limited to income tax returns, tax deduction at source return, IGST, CGST, SGST, GST returns and other tax returns filed with the governmental and other authorities, even if the prescribed time limit for filing or revising such returns have lapsed, without incurring any liability on account of interest, penalty or any other sum.
- 6.3 All expenses incurred by the Demerged Company under Section 43B of the Income-tax Act, 1961, in relation and pertaining to the Real Estate Undertaking, shall be claimed as a deduction by the Resulting Company and the transfer of the Demerged Undertaking shall be considered as succession of business by the Resulting Company. Accordingly, it is further clarified that the Resulting Company shall be entitled to claim deduction under Section 43B of the Income Tax Act in respect of unpaid liabilities transferred to it as part of the Demerged Undertaking to the extent not claimed by the Demerged Company, as and when the same are paid subsequent to Appointed Date.
- 6.4 All the expenses incurred by the Demerged Company and the Resulting Company in relation to the Scheme, including stamp duty expenses, if any, shall be allowed as deduction to the Demerged Company and the Resulting Company in accordance with Section 35DD of the



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Income-tax Act, 1961. Stamp duty will be payable by the Resulting Company only on the assets/properties remaining unsold by the Demerged Company relating to the Demerged Undertaking as on the date of payment of Stamp duty.

- 6.5 If the Demerged Company is entitled to any unutilized credits (including accumulated losses and unabsorbed depreciation), benefits under the state or central fiscal / investment incentive schemes and policies or concessions relating to the Demerged Undertaking under any Tax law or Applicable Law, the Resulting Company shall be entitled, as an integral part of the Scheme, to claim such benefit or incentives or unutilised credits as the case may be without any specific approval or permission. Without prejudice to the generality of the foregoing, in respect of unutilized input credits of goods and service tax of the Demerged Company, the portion which will be attributed to the Demerged Undertaking and be transferred to the Resulting Company shall be determined by the Board of the Demerged Company in accordance with the Applicable Law.
- 6.6 This Scheme complies with the definition of "demerger" as per Sections 2(19AA), 2(19AAA), 2(41A), 47, 72A and other provisions of the Income Tax Act. If any terms of this Scheme are found to be or interpreted to be inconsistent with provisions of the Income Tax Act, then this Scheme shall stand modified to be in compliance with Section 2(19AA) of the Income Tax Act.

#### 7. PROFIT/ DIVIDEND/BONUS/RIGHT SHARES

- 7.1 Demerged Company shall not utilize profits or income, if any, of the Real Estate Undertaking for any purpose including declaring or paying any dividend in respect of the period falling on and after the Appointed Date. Demerged Company shall also not utilize profits, adjust or claim adjustment of the profits/loss as the case may be earned/incurred or suffered in respect of the Real Estate Undertaking after the Appointed Date.
- 7.2 Until the Effective Date, Demerged Company shall not issue or allot any further equity or preference shares either by way of rights issue or bonus issue or otherwise.

#### 8. CONDUCT OF REAL ESTATE UNDERTAKING OF THE DEMERGED COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

- 8.1 Demerged Company shall be deemed to have been carrying on and shall carry on its business and activities relating to the Real Estate Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its properties and assets pertaining to the Real Estate Undertaking for and on account of and in trust for Resulting Company. Demerged Company hereby undertakes to hold its said assets with utmost prudence until the Effective Date.
- 8.2 Demerged Company shall carry on its business and activities relating to the Real Estate Undertaking with reasonable diligence, business prudence and shall not, except in the ordinary course of otherwise deal with or dispose of Real Estate Undertaking or part thereof.



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- 8.3 All the profits or income accruing or arising to Demerged Company or expenditure or losses arising or incurred or suffered by Demerged Company pertaining to the Real Estate Undertaking shall for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of Resulting Company.
- 8.4 Demerged Company shall not vary the terms and conditions of employment of any of the employees of Real Estate Undertaking except in the ordinary course of business and without the prior consent of Resulting Company or pursuant to any pre-existing obligation undertaken by Demerged Company, as the case may be, prior to the Effective Date.
- 8.5 All loans raised and all liabilities and obligations incurred by the Demerged Company with respect to the Real Estate Undertaking after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date shall also, without any further act or deed be and be deemed to become the debts, liabilities, duties and obligations of the Resulting Company;
- 8.6 Demerged Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, approvals and sanctions, which Resulting Company may require pursuant to this Scheme.
- 9. EMPLOYEES**
- 9.1 On the Scheme becoming operative, all staff and employees on the rolls of Demerged Company engaged in the Real Estate Undertaking and who are duly identified or specified as such by the Board of Directors as at the Effective Date shall be deemed to have become employees of Resulting Company without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Resulting Company shall not be less favourable than those applicable to them with reference to their employment in Demerged Company.
- 9.2 It is expressly provided that, on the Scheme becoming effective, the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts, if any, created or existing for the benefit of the staff and employees of Real Estate Undertaking or all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of Demerged Company in relation to Real Estate Undertaking in relation to such Fund or Funds shall become those of Resulting Company. It is clarified that the services of the staff and employees of Real Estate Undertaking will be treated as having been continuous for the purpose of the said Fund or Funds.
- 10. LEGAL PROCEEDINGS**
- 10.1 If any suit, appeal or other proceeding of whatever nature by or against Real Estate Undertaking is pending, the same shall not abate or be discontinued or in any way be



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prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Resulting Company, as the case may be, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Real Estate Undertaking as if this Scheme had not been made.

- 10.2 In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against Real Estate Undertaking, Resulting Company shall be made party thereto and any payment and expenses made thereto shall be the liability of Resulting Company.

#### 11. CONTRACTS, DEEDS, ETC.

- 11.1 Subject to the other provisions contained in this Scheme all contracts, deeds, bonds, agreement to sell, conveyance deeds, tenancy rights, lease contracts, incentives, benefits, exemptions, waiver, entitlements, arrangements and other instruments of whatsoever nature relating to the Demerged Undertaking to which Demerged Company, is a party subsisting or having effect immediately before the Effective Date shall remain in full force and effect against or in favour of Resulting Company and may be enforced as fully and effectually as if instead of Demerged Company, Resulting Company had been a party thereto.

- 11.2 Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof relating to the Demerged Undertaking, if so required, under any law or otherwise, execute deeds, confirmations or other writings or tripartite arrangements with any party to any contract or arrangement to which Demerged Company is a party or any writings as may be necessary to be executed in order to novate or give formal effect to the above provisions. Demerged Company will, if necessary, also be a party to the above as a confirming party with no obligation cast on or assumed upon Demerged Company. Resulting Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings and to carry out or perform all such formalities or compliance referred to above as may be deemed proper and necessary for effectuating the transfer and vesting of the Demerged Undertaking to Resulting Company.

#### 12. SAVING OF CONCLUDED TRANSACTIONS

The transfer of properties and liabilities under Clause 3 or under applicable clauses above and the continuance of proceedings by or against Resulting Company under Clause 10 above shall not affect any transaction or proceedings already concluded by the Real Estate Undertaking on or after the Appointed Date till the Effective Date, to the end and intent that Resulting Company accept and adopts all acts, deeds and things done and executed by Real Estate Undertaking in respect thereto as done and executed on behalf of Resulting Company.



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**PART III  
GENERAL TERMS AND CONDITIONS**

**13. APPLICATION TO THE COMPETENT AUTHORITY**

The Demerged Company and Resulting Company shall make necessary applications before the NCLT, Kolkata Bench for the sanction of this Scheme of Arrangement for Demerger under Sections 230 to 232 read with Sections 52 and 66 of the Act. Any further approval under the Act arising from the Scheme shall be deemed to have been granted, without any application, for any transaction among the Demerged Company and the Resulting Company and/or its Directors.

**14. MODIFICATIONS/AMENDMENTS TO THE SCHEME**

The Demerged Company (through its Board of Directors) and the Resulting Company (through its Board of Directors) may, in their full and absolute discretion, assent to any alterations or modifications in this Scheme which the Competent Authority may deem fit to approve or impose and may give such directions as they may consider necessary to settle any questions or difficulty that may arise under the Scheme or in regard to its implementation or in any matter connected therewith (including any question by difficulty arising in connection with any deceased or insolvent shareholder of the respective Company). In the event that any conditions are imposed by the Competent Authority which the Demerged Company and/or the Resulting Company find unacceptable for any reason whatsoever then the Demerged Company and/or the Resulting Company shall be entitled to withdraw from the Scheme, Committee appointed by the Board of the Resulting Company are hereby authorized to give such directions and / or to take such steps as may be necessary or desirable including any directions for settling any Question or doubt or difficulty whatsoever that may arise.

**15. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS:**

The Scheme is conditional upon and subject to:

- 15.1 The requisite consents, no-objections and approvals of the Stock Exchanges and SEBI to the Scheme in terms of the SEBI Circular and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on terms acceptable to the Demerged Company and the Resulting Company;
- 15.2 The Scheme being agreed to by the respective requisite majorities of the members and creditors of the Demerged Company and the Resulting Company and the requisite order or orders being obtained;
- 15.3 The scheme is conditional upon scheme being approval by the PUBLIC shareholders through e-voting in terms of para 9 (a) of part I of Annexure I of SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and the scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.



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15.4 The sanction of the Scheme by the Competent Authority under Sections 230 to 232 of the Act;

15.5 Any other sanction or approval of any governmental or regulatory authority in relation to transfer of licenses, leasehold rights, sanction of plan, permission etc., as may be considered necessary and appropriate by the respective Board of Directors of the Demerged Company and the Resulting Company, being obtained and granted in respect of any of the matters for which such sanction or approval is required.

**16. EFFECTIVE DATE OF THE SCHEME:**

This Scheme shall become effective when all the following conditions are fulfilled:

16.1 The Scheme being approved by the requisite majority of the shareholders and creditors of the Demerged Company and the Resulting Company as may be required under the Act and/or the orders of the Competent Authority.

16.2 The Scheme is sanctioned by the said Competent Authority under Section 230 to 232 of the Act.

16.3 The certified copy of the order of the said Competent Authority sanctioning the Scheme is filed with the Registrar of Companies, West Bengal at Kolkata.

**17. OPERATIVE DATE OF THE SCHEME;**

The Scheme, although operative from the Appointed Date, shall become effective from the Effective Date.

**18. EXPENSES CONNECTED WITH THE SCHEME;**

18.1 Save and except as provided elsewhere in the Scheme, all costs, charges taxes, levies and other expenses including registration fee of any deed, in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of the Scheme shall be borne and paid by the Resulting Company.

18.2 In the event that this Scheme fails to take effect within such period or periods as may be decided by the Demerged Company (through its Board of Directors) and the Resulting Company (through its Board of Directors) then, the Demerged Company and Resulting Company shall bear their own costs and expenses incurred by them, in relation to or in connection with the Scheme.

**19. GENERAL TERMS AND CONDITIONS;**

19.1 The Demerged Company and the Resulting Company shall, with all reasonable dispatch, make all applications / petitions under Sections 230 to 232 and other applicable provisions of



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the Act to the Competent Authority for the sanctioning of the Scheme and obtain all approvals and consents as may be required under law or any agreement.

- 19.2 The respective Board of Directors of the Demerged Company and the Resulting Company may empower any Committee of Directors or Officers) or any individual director, officer or other person to discharge all or any of the powers and functions, which the said Board of Directors are entitled to exercise and perform under the Scheme.
- 19.3 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between the Demerged Company and the Resulting Company and their respective shareholders and/or creditors, and the terms and conditions of this Scheme, the latter shall prevail.
- 19.4 If any part of this Scheme is invalid, ruled illegal by any court(s) or authority of competent jurisdiction or unenforceable under the present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of this Scheme and this Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in this Scheme, as will best preserve for the parties, the benefits and obligations of this Scheme, including but not limited to such part.



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**Schedule I**  
**(Demerged Undertaking - Real Estate Business as on 1<sup>st</sup> April, 2019)**

Particulars	Amount (₹)
<b>EQUITY AND LIABILITIES</b>	
<b>Current Liabilities</b>	
Other Current Liabilities	1,12,09,82,382
Short - Term Provisions	28,82,370
<b>TOTAL</b>	<b>1,12,38,64,752</b>
<b>ASSETS</b>	
<b>Current Assets</b>	
Inventories	79,70,26,396
Short - Term Loans and Advances	32,68,38,356
<b>TOTAL</b>	<b>1,12,38,64,752</b>



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**Agrawal Tondon & Co.**

CHARTERED ACCOUNTANTS

Firm Registration No. : 329088E

Room No. : 7, 1st Floor, 59 Bentinck Street  
Kolkata - 700 069

Website - www.agrawalsanjay.com

E-mail Id : agrawaltondon2019@gmail.com

**INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM  
STANDALONE FINANCIAL RESULTS****To the Board of Directors of Emami Realty Limited**

1. We have reviewed the accompanying statement of Unaudited Standalone Financial Results ('the Statement') of **Emami Realty Limited** ('the Company') for the quarter and six months ended September 30, 2020 being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
2. The Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India ("ICAI"). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. The Company is 10% partner in Lohitka Properties LLP, Mumbai which is developing a real estate project, presently under construction. Its financial results have not yet been finalized and thus not made available to the Company for incorporation in its financial results. Accordingly, no effect of the profitability, if any, relating to the above entity has been considered in the above results.



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5. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **AGRAWAL TONDON & CO.**

*Chartered Accountants*

Firm Registration No.: 329088E

*Radhakrishnan Tondon*

**Radhakrishnan Tondon**

*Partner*

Membership No.: 060534

Place: Kolkata

Date: 11<sup>th</sup> November 2020

UDIN: 200605349A9AEX3714



# Agrawal Tondon & Co.

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## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

### To the Board of Directors of Emami Realty Limited

1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results ('the Statement') of **Emami Realty Limited** ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its share of the net profit / (loss) after tax and total comprehensive income / (loss) of its associate for the quarter and six months ended September 30, 2020 being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).
2. The Statement, which is the responsibility of the Holding Company's management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, "Interim Financial Reporting" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013 ('the Act'), and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (the "ICAI"). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



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4. The Statement includes the results of the following entities:

Entity	Relationship
Emami Realty Limited	Holding Company
Sneha Ashiana Private Limited	Subsidiary
New Age Realty Private Limited	Subsidiary
Delta PV Private Limited	Subsidiary
Roseview Developers Private Limited	Associate

5. We draw your attention to the fact that the Company is 10% partner in Lohitka Properties LLP, Mumbai which is developing a real estate project, presently under construction. Its financial results have not been made available to the Holding Company for incorporation in its financial results. Accordingly, no effect of the profitability, if any, relating to the above entity has been considered in the above results. Also, the accounts of M/s Bengal Emami Housing Limited, M/s Swanhousing and Infra Private Limited and Prajay Urban Private Limited, associates of the Holding Company, not being ready, have not been taken into consideration for the preparation of the Statement.

6. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(as amended),including the manner in which it is to be disclosed, or that it contains any material misstatement.

7. We did not review the interim financial information of three subsidiaries included in the unaudited consolidated financial results, whose interim financial information reflect total assets of Rs 9641.11 lakhs as at September 30, 2020 and, total revenues of Rs108.09 lakhs and Rs 272.43 lakhs for the quarter and six months ended September 30, 2020, total net loss after tax of Rs70.32 lakhs and Rs138.61 lakhs for the quarter and six months ended September 30, 2020 respectively and total comprehensive loss of Rs 70.32 lakhs and Rs138.61 lakhs for the quarter and six months ended September 30, 2020 respectively and net cash inflows of Rs1.50 lakhs for the six months ended September 30, 2020, as considered in the Statement. This interim financial information have been reviewed by other auditor whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditor and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of these matters.



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The unaudited consolidated financial results should include the Group's share of loss after tax of Rs 4,192 and Rs 7,160 for the quarter and six months ended September 30, 2020 and total comprehensive loss of Rs 4,192 and Rs 7,160 for the quarter and six months ended September 30, 2020, but the same has not been considered in the Statement as the book value of investment is NIL, in respect of an associate, whose interim financial information have not been reviewed by us. These interim financial results have been reviewed by other auditor whose reports have been furnished to us by the Management and our opinion and conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the associate, is based solely on the reports of the other auditor and the procedures performed by us as stated in paragraph 3 above. Our conclusion on the Statement is not modified in respect of the above matter.

For AGRAWAL TONDON & CO.

Chartered Accountants

Firm Registration No.: 329088E

*Radhakrishan Tondon*

**Radhakrishan Tondon**

Partner

Membership No.: 060534

Place: Kolkata

Date: 11<sup>th</sup> November 2020

UDIN: 200605340000002749





**emami\* realty limited**  
(formerly emami Infrastructure Limited)

**EMAMI REALTY LIMITED**

CIN : L45400WB2008PLC121426

Head Office: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kosba, Kolkata - 700107

**Statement of Standalone and Consolidated Unaudited Financial Results for the Quarter and Half Year Ended 30th September, 2020**

(₹ in Lakhs)

Particulars	Standalone						Consolidated					
	Quarter Ended			Half Year Ended			Quarter Ended			Half Year Ended		
	Unaudited 30-09-2020	Unaudited 30-06-2020	Unaudited 30-09-2019	Unaudited 30-09-2020	Unaudited 30-06-2019	Audited 31-03-2020	Unaudited 30-09-2020	Unaudited 30-06-2020	Unaudited 30-09-2019	Unaudited 30-09-2020	Unaudited 30-09-2019	Audited 31-03-2020
<b>1. Revenue</b>												
(a) Revenue from Operations	516.79	3,008.78	6,529.34	3,525.57	59,313.51	88,113.05	624.87	3,173.13	6,823.63	3,798.00	59,741.76	89,555.43
(b) Other Income	11,200.27	5,103.89	6,507.35	16,304.16	9,870.95	19,191.14	11,055.52	4,959.02	6,395.40	16,014.54	9,644.96	18,698.90
<b>Total Revenue</b>	<b>11,717.06</b>	<b>8,112.67</b>	<b>13,036.69</b>	<b>19,829.73</b>	<b>69,184.46</b>	<b>1,07,304.19</b>	<b>11,680.39</b>	<b>8,132.15</b>	<b>13,219.03</b>	<b>19,812.54</b>	<b>69,386.72</b>	<b>1,08,254.33</b>
<b>2. Expenses</b>												
(a) Purchases	4.06	2.15	28.95	6.21	67.52	552.74	25.24	2.15	28.95	27.39	67.52	552.74
(b) Project Expenses	306.34	249.91	464.14	556.25	9,226.27	14,994.71	309.13	253.55	507.77	562.68	9,275.13	15,138.58
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(2,123.50)	(170.18)	1,804.75	(2,293.68)	40,274.15	69,059.33	(2,112.89)	(81.57)	1,905.79	(2,194.36)	40,361.99	70,086.22
(d) Employee benefits expense	267.60	285.62	537.71	553.22	977.73	1,837.53	267.60	285.62	537.71	553.22	977.73	1,837.53
(e) Finance Cost	8,691.02	8,722.81	9,164.30	17,413.83	17,259.62	37,043.87	8,691.59	8,723.37	9,200.49	17,414.96	17,325.16	37,110.24
(f) Depreciation and amortisation expense	30.80	45.40	53.84	76.20	114.32	225.51	30.80	45.40	53.84	76.20	114.32	225.51
(g) Other expenses	102.95	128.20	98.45	231.15	174.39	402.25	103.27	128.70	98.75	231.97	174.84	403.54
<b>Total Expenses</b>	<b>7,279.27</b>	<b>9,263.91</b>	<b>12,152.14</b>	<b>16,543.18</b>	<b>68,094.00</b>	<b>1,24,115.94</b>	<b>7,314.74</b>	<b>9,357.22</b>	<b>12,333.30</b>	<b>16,671.96</b>	<b>68,296.69</b>	<b>1,25,354.36</b>
<b>3. Profit/(Loss) before tax (1-2)</b>	<b>4,437.79</b>	<b>(1,151.24)</b>	<b>884.55</b>	<b>3,286.55</b>	<b>1,090.46</b>	<b>(16,811.75)</b>	<b>4,365.65</b>	<b>(1,225.07)</b>	<b>885.73</b>	<b>3,140.58</b>	<b>1,090.03</b>	<b>(17,106.03)</b>
<b>4. Tax expense</b>												
Current Tax	537.74	-	111.95	537.74	140.88	-	537.74	-	111.93	537.74	142.12	-
Deferred Tax	409.30	(348.42)	536.58	60.88	419.51	(5,650.53)	409.30	(348.42)	536.57	60.88	419.51	(5,650.53)
Income Tax paid/Refund for Earlier Years	-	-	-	-	-	(1.62)	-	-	-	-	-	(4.62)
<b>5. Profit/(Loss) for the period (3-4)</b>	<b>3,490.75</b>	<b>(802.82)</b>	<b>236.02</b>	<b>2,687.93</b>	<b>530.07</b>	<b>(11,156.60)</b>	<b>3,418.61</b>	<b>(876.65)</b>	<b>237.23</b>	<b>2,541.96</b>	<b>528.40</b>	<b>(11,444.88)</b>
<b>6. Share of Profit of Associates</b>	-	-	-	-	-	-	-	-	-	-	0.26	-
<b>7. Profit after tax and share of Profit/(loss) (5+6)</b>	<b>3,490.75</b>	<b>(802.82)</b>	<b>236.02</b>	<b>2,687.93</b>	<b>530.07</b>	<b>(11,156.60)</b>	<b>3,418.61</b>	<b>(876.65)</b>	<b>237.23</b>	<b>2,541.96</b>	<b>528.66</b>	<b>(11,444.88)</b>
<b>8. Other Comprehensive Income (After Tax)</b>	<b>(0.98)</b>	<b>162.45</b>	<b>-</b>	<b>161.47</b>	<b>-</b>	<b>(3.92)</b>	<b>(0.98)</b>	<b>162.45</b>	<b>-</b>	<b>161.47</b>	<b>-</b>	<b>(3.92)</b>
<b>9. Total Comprehensive Income for the period/year (7+8)</b>	<b>3,489.77</b>	<b>(640.37)</b>	<b>236.02</b>	<b>2,849.40</b>	<b>530.07</b>	<b>(11,160.52)</b>	<b>3,417.63</b>	<b>(714.20)</b>	<b>237.23</b>	<b>2,703.43</b>	<b>528.66</b>	<b>(11,448.80)</b>
<b>10. Profit attributable to:</b>												
a. Owners of the Company	3,490.75	(802.82)	236.02	2,687.93	530.07	(11,156.60)	3,418.65	(876.60)	237.31	2,542.05	528.72	(11,444.79)
b. Non Controlling Interest	-	-	-	-	-	-	(0.04)	(0.05)	(0.08)	(0.09)	(0.06)	(0.09)
<b>11. Total Comprehensive Income attributable to:</b>												
a. Owners of the Company	3,489.77	(640.37)	236.02	2,849.40	530.07	(11,160.52)	3,417.67	(714.15)	237.31	2,703.52	528.72	(11,448.71)
b. Non Controlling Interest	-	-	-	-	-	-	(0.04)	(0.05)	(0.08)	(0.09)	(0.06)	(0.09)
<b>12. Paid-up Equity Share Capital (Face Value of ₹2/- each)</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>	<b>558.78</b>
<b>13. Reserves excluding Revaluation Reserves as per Balance Sheet of the previous accounting year</b>	-	-	-	-	-	4,353.39	-	-	-	-	-	2,526.40
<b>14. Earnings per share (Face Value of ₹2/- each)</b>												
Basic	12.49	(2.87)	0.84	9.62	1.90	(39.93)	12.24	(3.14)	0.85	9.10	1.89	(40.96)
Diluted	12.49	(2.87)	0.84	9.62	1.90	(39.93)	12.24	(3.14)	0.85	9.10	1.89	(40.96)
(EPS for the quarter not annualised)												

For and on behalf of the Board of Directors



Dr. Nitish Kumar Gupta  
Managing Director & CEO



**emami\* realty limited**  
(formerly emami Infrastructure Limited)

Statement of Assets and Liabilities

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	As at	As at	As at	As at
	30-Sep-20	31-Mar-20	30-Sep-20	31-Mar-20
	Audited	Audited	Audited	Audited
<b>ASSETS</b>				
<b>Non-Current Assets</b>				
Property, Plant and Equipment	66.77	106.50	66.77	106.50
Investment Property	3,462.30	3,765.55	3,462.30	3,765.55
Intangible Assets	45.04	49.25	45.04	49.25
Goodwill on Consolidation	-	-	1,165.19	1,165.19
<b>Financial Assets</b>				
Investments	21,048.81	26,127.91	21,050.79	26,129.88
Loans	35,701.04	35,100.56	30,590.93	30,011.46
Other Financial Assets	586.00	725.00	636.00	775.00
Deferred Tax Assets (Net)	6,018.17	6,078.01	6,018.17	6,078.01
Other Non-Current Assets	169.57	169.57	169.57	169.57
	67,097.70	72,122.35	63,204.76	68,250.41
<b>Current Assets</b>				
Inventories	76,643.74	74,350.06	84,247.93	82,053.48
<b>Financial Assets</b>				
Investments	399.56	399.56	399.56	399.56
Trade Receivables	2,897.05	5,742.80	2,897.05	5,742.80
Cash and Cash Equivalents	1,263.86	1,388.34	1,265.76	1,388.75
Other Bank Balances	1,035.32	306.14	1,037.71	308.53
Loans	1,36,543.08	1,29,929.34	1,30,967.88	1,23,412.75
Other Financial Assets	19,213.47	7,323.35	19,213.48	7,323.35
Current Tax Assets (Net)	1,017.08	1,446.65	1,032.46	1,465.60
Other Current Assets	7,258.76	2,577.88	7,302.35	2,620.16
	2,46,271.92	2,23,464.12	2,48,364.18	2,24,714.98
<b>TOTAL</b>	<b>3,13,369.62</b>	<b>2,95,586.47</b>	<b>3,11,568.94</b>	<b>2,92,965.39</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	558.78	558.78	558.78	558.78
Other Equity	7,368.42	4,519.03	5,395.54	2,692.04
Non Controlling Interest	-	-	7.69	7.78
	7,927.20	5,077.81	5,962.01	3,258.60
<b>Non-Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	21,628.05	79,271.30	21,628.05	79,271.29
Other Non-Current Liabilities	3,710.44	3,710.44	3,710.44	3,710.44
Provisions	143.02	118.93	143.02	118.93
	25,481.51	83,100.67	25,481.51	83,100.66
<b>Current Liabilities</b>				
<b>Financial Liabilities</b>				
Borrowings	2,35,313.50	1,38,866.27	2,35,471.51	1,39,023.25
Trade Payables				
Total outstanding dues of Micro Enterprises and Small Enterprises	1.36	20.17	1.36	20.17
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	1,407.08	1,964.98	1,407.08	1,964.99
Other Financial Liabilities	33,769.07	59,090.67	33,773.83	58,118.61
Other Current Liabilities	6,202.19	4,018.93	6,203.92	4,032.14
Provisions	3,267.71	3,446.97	3,267.72	3,446.97
	2,79,960.91	2,07,407.99	2,80,125.42	2,06,606.13
<b>TOTAL</b>	<b>3,13,369.62</b>	<b>2,95,586.47</b>	<b>3,11,568.94</b>	<b>2,92,965.39</b>



For and on behalf of the Board of Directors

Dr. Nitesh Kumar Gupta  
Managing Director & CEO





**emami\* realty limited**  
(formerly emami Infrastructure Limited)

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	Period ended 30-Sep-20	Year ended 31-Mar-20	Period ended 30-Sep-20	Year ended 31-Mar-20
	Audited	Audited	Audited	Audited
<b>Cash Flow Statement</b>				
<b>A. Cash Flow from Operating Activities</b>				
Profit before tax	3,286.55	(16,811.75)	3,140.58	(17,100.03)
<b>Add: Adjusted for</b>				
Depreciation and Amortisation Expense	76.20	225.51	76.20	225.51
Finance Costs	17,530.95	37,340.15	17,414.96	37,110.24
Share of Loss in LLP	-	4.27	-	4.27
Loss on Sale of Investment Property	15.14	16.40	15.14	16.40
Dividend Received	-	(116.47)	-	(116.47)
Profit on sale of Units of Mutual Funds	(1.99)	-	(1.99)	-
Profit on Sale of Non Current Investments	(6,002.04)	-	(6,002.04)	-
Income from Investment measured at amortised cost	(255.48)	(1,449.45)	(255.48)	(1,449.45)
Interest income	(9,475.85)	(16,632.28)	(9,185.81)	(16,139.86)
<b>Operating Profit before Working Capital Changes</b>	<b>5,173.48</b>	<b>2,576.38</b>	<b>5,201.56</b>	<b>2,550.61</b>
<b>Adjusted for:</b>				
Other Non-Current Liabilities	-	2,759.12	-	2,759.12
Non-Current Provisions	21.08	(10.40)	21.08	(10.40)
Trade Payables	(576.71)	994.21	(576.71)	994.21
Other Financial Liabilities	(16,917.19)	25,968.61	(15,940.36)	24,989.29
Other Current Liabilities	2,183.26	(47,869.46)	2,171.77	(47,874.41)
Current Provisions	(179.25)	3,314.81	(179.25)	3,314.81
Loans	(600.47)	1,998.68	(579.47)	1,998.23
Non-Current Other Financial Assets	139.00	-	139.00	-
Other Non-Current Assets	-	(47.10)	-	(47.10)
Inventories	(2,293.68)	69,059.32	(2,194.46)	70,086.22
Trade Receivables	2,845.75	(4,229.65)	2,845.75	(4,234.10)
Other Financial Assets	(8,449.88)	686.53	(8,449.88)	(5,046.86)
Current Tax Assets (Net)	429.57	(73.59)	433.14	(87.74)
Other Current Assets	(4,680.88)	4,949.76	(4,682.19)	4,926.76
<b>Cash Generated from Operations</b>	<b>(22,905.92)</b>	<b>60,077.22</b>	<b>(21,790.02)</b>	<b>54,318.64</b>
Less: Taxes Paid	537.74	(4.62)	537.74	(4.62)
<b>Net Cash from Operating Activities (A)</b>	<b>(23,443.66)</b>	<b>60,081.84</b>	<b>(22,327.76)</b>	<b>54,323.26</b>
<b>B. Cash Flow from Investing Activities</b>				
Purchase of Property, Plant and Equipment, Investment Property, Intangible Assets, Intangible Assets under Development	(89.16)	(270.41)	(89.16)	(270.41)
Sale of Investment Property	345.00	2,190.95	345.00	2,190.95
Sale of units of Mutual Funds	2,301.99	-	2,301.99	-
Purchase of units of Mutual Funds	(2,300.00)	-	(2,300.00)	-
Proceeds from Non Current Investments	11,534.04	-	11,534.04	-
Purchase of Non Current Investments	(34.00)	(5,532.00)	(34.00)	(5,532.00)
(Investments in)/Proceeds from Fixed Deposit	(729.18)	159.58	(729.18)	159.41
Dividend Received	-	116.47	-	116.47
Loans Given	(1,495.48)	(19,523.54)	(2,705.16)	1,820.58
Interest Received	917.35	18,695.27	895.59	3,973.84
<b>Net Cash from Investing Activities (B)</b>	<b>10,450.56</b>	<b>(4,163.68)</b>	<b>9,219.12</b>	<b>2,458.84</b>
<b>C. Cash Flow from Financing Activities</b>				
Proceeds from Borrowings	93,454.41	(46,286.07)	93,454.41	(46,286.07)
Interest Paid	(10,648.11)	(31,638.91)	(10,531.08)	(32,502.72)
<b>Net Cash from Financing Activities (C)</b>	<b>82,806.30</b>	<b>(77,924.98)</b>	<b>82,923.33</b>	<b>(78,788.79)</b>
<b>Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>69,813.20</b>	<b>(22,006.82)</b>	<b>69,814.69</b>	<b>(22,006.69)</b>
Cash and Cash Equivalents at the beginning of the year*	(71,020.59)	(49,013.77)	(71,020.18)	(49,013.49)
<b>Cash and Cash Equivalents at the end of the year*</b>	<b>(1,207.39)</b>	<b>(71,020.59)</b>	<b>(1,205.49)</b>	<b>(71,020.18)</b>
<b>Notes to Statement of Cash Flows</b>				
1. Reconciliation of Cash and Cash Equivalents as per the Statement of Cash Flows				
Cash and Cash Equivalents as per the above comprise of the following:				
Cash and Cash Equivalents	1,263.86	1,388.34	1,265.76	1,388.75
Bank Overdraft which forms an integral part of cash management system	(2,471.25)	(72,408.93)	(2,471.25)	(72,408.93)
<b>Total</b>	<b>(1,207.39)</b>	<b>(71,020.59)</b>	<b>(1,205.49)</b>	<b>(71,020.18)</b>



For and on behalf of the Board of Directors

Dr. Nitesh Kumar Gupta  
Managing Director & CEO

regd. office : acropolis, 13th floor, 1858/1, rajdanga main road, kolkata, kolkata 700107, west bengal, india  
phone: 91 33 6625 1200, e-mail: info@emamirealty.com, website: www.emamirealty.com

CIN: L45400WB2008PLC121426



**emami\* realty limited**  
(formerly emami Infrastructure Limited)

**Notes :**

(a) The above Standalone and Consolidated Financial Results of the Company for the quarter and half year ended 30th September, 2020 have been reviewed and recommended by the Audit Committee and approved by the Board of Directors of the Company in their respective meetings held on 11th November, 2020. The Statutory Auditors of the Company have reviewed these results as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Other Income includes profit of Rs. 60.02 crores from Sale of Investment.

(c) Deferred Tax Assets are recognised on the probability that future taxable profit will be available against which the unused tax losses can be utilised and is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date, electing not to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Act, 2019

(d) The financial Accounts of M/s Bengal Emami Housing Limited, M/s Swan Housing & Infra Private Limited and Prajay Urban Private Limited, associates of the Company and M/s Lohitika Properties LLP, Mumbai in which Company is 10% partner, not being ready have not been taken into consolidated results for the quarter and half year ended 30th September, 2020 and the impact thereof has been judged as non-material.

(e) The Company has assessed the possible effects that may result from the pandemic COVID-19 on the carrying amount of Receivables, Inventories, Investments and other assets/ liabilities. Based on the internal and external sources of information, the Company is of the view that as on date of approval of these financial results, the impact of COVID-19 is not material. However, the impact assessment of COVID-19 is a continuing process given its nature and duration. The Company will continue to monitor this aspect for any material changes in future economic conditions.

(f) The Board of Directors of the Company has approved the Scheme of Arrangement between the Company and demerged part of Oriental Sales Agencies (India) Private Limited and their respective shareholders under Section 230 to 232 of the Companies Act, 2013, in their meeting held on 5th March, 2020. The Company has received no objection from Stock Exchanges/SEBI and has filed the application in the National Company Law Tribunal, for its approval.

(g) The Company operates in a single business segment i.e. Real Estate Development.

(h) These Financial Results are available on the Company's website at <http://www.emamirealty.com>.

(i) Figures of the previous periods have been regrouped/ recasted, wherever necessary.

Kolkata  
11th November, 2020




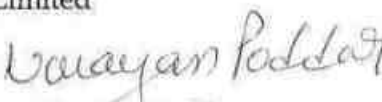
## ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED

Balance Sheet as at 31st December, 2020

	(₹ in Lakhs)	
	As at 31st December 2020 (Unaudited)	As at 31st March 2020 (Audited)
<b><u>EQUITY AND LIABILITIES</u></b>		
<b>Shareholders' Funds</b>		
Share Capital	350.00	350.00
Reserves and Surplus	8,113.10	6,890.74
	8,463.10	7,240.74
<b>Current Liabilities</b>		
Short -Term Borrowings	192.69	2,844.65
Other Current Liabilities	1.43	2,359.14
Short - Term Provisions	2,001.48	1,951.53
	2,195.60	7,155.32
<b>TOTAL</b>	<b>10,658.70</b>	<b>14,396.06</b>
 <b><u>ASSETS</u></b>		
<b>Non - Current Assets</b>		
Non - Current Investments	4.59	4.59
	4.59	4.59
<b>Current Assets</b>		
Inventories	6,779.48	9,925.82
Trade Receivables	2,203.45	1,471.48
Cash and Bank Balances	0.06	-
Short - Term Loans and Advances	1,671.12	2,994.17
	10,654.11	14,391.47
<b>TOTAL</b>	<b>10,658.70</b>	<b>14,396.06</b>

For and on behalf of the Board  
Oriental Sales Agencies (India) Private Limited

  
Sandeep Jhunjunwala  
Director  
DIN: 06433099

  
Narayan Poddar  
Director  
DIN: 06960335

Date: 5<sup>th</sup> January, 2021

# ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED

Statement of Profit and Loss for the period ended 31st December, 2020

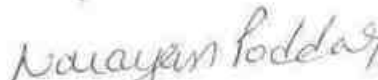
(₹ in Lakhs)

	Period ended 31st Dec 2020 (Unaudited)	Year ended 31st March 2020 (Audited)
<b><u>Income</u></b>		
Revenue from Operations	4,743.91	14,703.36
Other Income	13.75	3.75
<b>Total Revenue (I)</b>	<b>4,757.66</b>	<b>14,707.11</b>
<b><u>Expenses</u></b>		
Purchase	70.09	-
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	3,146.34	5,181.96
Finance Costs	261.33	515.48
Project Expenses	0.97	0.45
Other Expenses	6.62	7.84
<b>Total Expenses (II)</b>	<b>3,485.35</b>	<b>5,705.73</b>
<b>Profit/(Loss) Before Tax</b>	<b>1,272.31</b>	<b>9,001.38</b>
<b>Tax Expenses</b>		
Current Tax	49.94	1,922.71
Earlier Income Tax	-	0.89
<b>Profit/(Loss) for the period</b>	<b>1,222.37</b>	<b>7,077.78</b>
<b>Earnings per Equity Share of face value of ₹10/- each</b>		
<b>Basic &amp; Diluted</b>	34.92	202.22

For and on behalf of the Board  
Oriental Sales Agencies (India) Private Limited



Sandeep Jhunjunwala  
Director  
DIN: 06433099



Narayan Poddar  
Director  
DIN: 06960335

Date: 5<sup>th</sup> January, 2021

## ***ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED***

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED AT ITS MEETING HELD ON 5<sup>TH</sup> DAY OF MARCH, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT ACROPOLIS, 13<sup>TH</sup> FLOOR, RAJDANGA MAIN ROAD, KASBA, KOLKATA 700107 IN ACCORDANCE WITH REQUIREMENT OF SECTION 232(2)(C) OF THE COMPANIES ACT, 2013**

### **I. BACKGROUND**

1. The Board of directors of Oriental Sales Agencies (India) Private Limited at its meeting held on 5<sup>th</sup> March, 2020 has considered and approved a draft of Scheme of Arrangement relating to demerger of Real Estate Division of Oriental Sales Agencies (India) Private Limited ("Demerged Company" or "ORIENTAL") and vesting of the same into Emami Realty Limited ("Resulting Company" or "EMAMI ")
2. As per Section 232(2)(c) of the Companies Act, 2013, the Board is required to adopt a report explaining the effect of the Scheme on each class of shareholders, promoters and non-promoter shareholders, key managerial personnel, creditors and employees, laying out in particular the share exchange ratio, specifying any special valuation difficulties and such report is required to be circulated to the creditors and shareholders along with the notice convening the meeting as applicable.
3. This report ("Report") has accordingly been prepared pursuant to the abovesaid requirements of Section 232(2)(c) of the Act.
4. The following documents were placed before the Board and were duly adopted:
  - i. Draft Scheme of Arrangement for Demerger;
  - ii. Report for Recommendation of Share Entitlement Ratio dated 5<sup>th</sup> March, 2020 submitted by Mr. Sandeep Agrawal, Independent Chartered Accountant, Registered Valuer (Valuer Registration No. – IBBI/RV/06/2019/11237);
  - iii. Fairness Opinion dated 5<sup>th</sup> March, 2020 submitted by Narnolia Financial Advisors Limited, Merchant Banker;
  - iv. Certificate dated 5<sup>th</sup> March, 2020 obtained from the statutory Auditors of the Company, M/s S K Agrawal & Co., certifying that the accounting treatment prescribed in the Draft Scheme is in compliance with the applicable Accounting Standards.



Regd. Office: ACROPOLIS, 13TH FLOOR, 1858/1, RAJDANGA MAIN ROAD, KASBA, KOLKATA – 700107

Phone-033-6625 1200, email id- orientalsales1987@gmail.com

CIN: U51909WB1987PTC042332

## **ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED**

5. The Scheme, amongst others, contemplates the following arrangements:
- a. Transfer and vesting of the Demerged Undertaking (as defined in the Scheme) by the Demerged Company to the Resulting Company under the Scheme and as an integral part of the Scheme;
  - b. The Scheme shall be effective from the Appointed Date, i.e. April 01, 2019.
  - c. Upon the coming into effect of this Scheme, and in consideration of the transfer and vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company, the Resulting Company shall, without any further application, act, instrument or deed, issue and allot to all the equity shareholders of the Demerged Company, whose names appear in the register of members /list of Beneficial Owners as furnished by the RTA and Depositories as on the Record Date, *2.83 equity shares of the Resulting Company of Rs. 2/- each fully paid-up for every 1 equity share held in the Demerged Company of Rs.10/- each fully paid-up.*
  - d. Equity shares issued by the Resulting Company to the equity shareholders of the Demerged Company pursuant to the Scheme would be listed on the BSE Limited, the National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited.

### **II. EFFECT OF THE SCHEME ON VARIOUS STAKEHOLDERS**

#### **A) Effect on the equity shareholders of ORIENTAL:**

As stated in the Report for Recommendation of Share Entitlement Ratio dated 5<sup>th</sup> March, 2020 submitted by Mr. Sandeep Agrawal, 2.83 equity shares of the Resulting Company of Rs. 2/- each fully paid-up will be issued to the equity shareholders of the Demerged Company, for every 1 equity share of Rs.10/- each fully paid-up held by such shareholder in the Demerged Company.

#### **B) Effect on Directors and Key Managerial Personnel**

The Scheme will have no effect on the office of existing Directors of the Demerged Company. The Directors of the Demerged Company will continue to be Directors as before.

#### **C) Effect on the Employees**

Upon the Scheme becoming effective, Employees engaged in the Demerged Undertaking of the Demerged Company will cease to be employees of the Demerged Company and become employees of the Resulting Company on the same terms and conditions, as before. Other employees of the Demerged Company will continue to be



Regd. Office: ACROPOLIS, 13TH FLOOR, 1858/1, RAJDANGA MAIN ROAD, KASBA, KOLKATA – 700107

Phone-033-6625 1200, email id- [orientalsales1987@gmail.com](mailto:orientalsales1987@gmail.com)

CIN: U51909WB1987PTC042332

## **ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED**

employees of the Demerged Company, on the same terms and conditions, as before.

### **D) Effect on the Creditors**

Creditors relating to the Demerged Undertaking of the Demerged Company will cease to be creditors of Demerged Company and become creditors of the Resulting Company on the same terms and conditions, as before. Other creditors of Demerged Company will continue to be creditors of the Demerged Company, on the same terms and conditions, as before.


### **III. DIFFICULTIES IN VALUATION, IF ANY:**

No special valuation or other difficulties regarding the valuation has been reported by Mr. Sandeep Agrawal, Independent Chartered Accountant, Registered Valuer.

### **IV. ADOPTION OF THE REPORT BY THE BOARD**

The Board has considered its impact on each of the shareholders, key managerial personnel, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders, key managerial personnel, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

**For and on behalf of the Board of Directors**

**Director**  
**DIN: 06433099**

**Date: 5<sup>th</sup> March, 2020**



**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF EMAMI REALTY LIMITED AT ITS MEETING HELD ON 5<sup>TH</sup> DAY OF MARCH, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT ACROPOLIS, 13<sup>TH</sup> FLOOR, RAJDANGA MAIN ROAD, KASBA, KOLKATA 700107 IN ACCORDANCE WITH REQUIREMENT OF SECTION 232(2)(C) OF THE COMPANIES ACT, 2013**

**I. BACKGROUND**

1. Based on the recommendations of the Audit Committee, the Board of Directors of Emami Realty Limited at its meeting held on 5<sup>th</sup> March, 2020 has considered and approved a draft of Scheme of Arrangement relating to for demerger of Real Estate Division of Oriental Sales Agencies (India) Private Limited ("Demerged Company" or "ORIENTAL") and vesting of the same into Emami Realty Limited ("Resulting Company" or "EMAMI ")
2. As per Section 232(2)(c) of the Companies Act, 2013, the Board is required to adopt a report explaining the effect of the Scheme on each class of shareholders, promoters and non-promoter shareholders, key managerial personnel, creditors and employees laying out in particular the share exchange ratio, specifying any special valuation difficulties and such report is required to be circulated to the creditors and shareholders along with the notice convening the meeting, as applicable.
3. This report ("Report") has accordingly been prepared pursuant to the abovesaid requirements of Section 232(2)(c) of the Act.
4. The following documents were placed before the Board and were duly adopted:
  - i. Draft Scheme of Arrangement for Demerger;
  - ii. Report for Recommendation of Share Entitlement Ratio dated 5<sup>th</sup> March, 2020 submitted by Mr. Sandeep Agrawal, Independent Chartered Accountant, Registered Valuer (Valuer Registration No. – IBBI/RV/06/2019/11237);
  - iii. Fairness Opinion dated 5<sup>th</sup> March, 2020 submitted by Namolia Financial Advisors Limited, Merchant Banker;
  - iv. Certificate dated 5<sup>th</sup> March, 2020 obtained from the statutory Auditors of the Company, M/s Agrawal Tondon & Co., certifying that the accounting treatment prescribed in the Draft Scheme is in compliance with the applicable Accounting Standards.
  - v. Report of the Audit Committee dated 5<sup>th</sup> March, 2020 recommending the Scheme.







5. The Scheme, amongst others, contemplates the following arrangements:
- a. Transfer and vesting of the Demerged Undertaking (as defined in the Scheme) by the Demerged Company to the Resulting Company under the Scheme and as an integral part of the Scheme;
  - b. The Scheme shall be effective from the Appointed Date, i.e. April 01, 2019.
  - c. Upon the coming into effect of this Scheme, and in consideration of the transfer and vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company, the Resulting Company shall, without any further application, act, instrument or deed, issue and allot to all the equity shareholders of the Demerged Company, whose names appear in the register of members /list of Beneficial Owners as furnished by the RTA and Depositories as on the Record Date, *2.83 equity shares of the Resulting Company of Rs. 2/- each fully paid-up for every 1 equity share held in the Demerged Company of Rs.10/- each fully paid-up.*
  - d. Equity shares issued by the Resulting Company to the equity shareholders of the Demerged Company pursuant to the Scheme would be listed on the BSE Limited, the National Stock Exchange of India Limited, The Calcutta Stock Exchange Limited.

## **II. EFFECT OF THE SCHEME ON VARIOUS STAKEHOLDERS**

### **A) Effect on the equity shareholders (promoter and non-promoter shareholders) of EMAMI:**

As far as the equity shareholders of the Company are concerned (promoter as well as non-promoter shareholders), the transfer of the Demerged Undertaking of the Demerged Company will result in dilution of holding of non-promoter shareholders in the Company by approximately 12.96% and in turn will increase the promoters shareholding in the Company by 12.96%. Pursuant to the Scheme, all the equity shareholders of the Demerged Company will get equity shares of the Company as set out in the Scheme.

### **B) Effect on Directors and Key Managerial Personnel**

The Scheme will have no effect on the Directors and Key Managerial Personnel of the Company.

### **C) Effect on the Employees**

Under the Scheme, no rights of the staff and employees of the Company are being effected. The services of the staff and employees of the Company shall continue on the same terms and conditions as prior to the proposed Scheme.





**emami\* realty limited**  
(formerly emami Infrastructure Limited)

**D) Effect on the Creditors**

Under the Scheme, there is no arrangement with the creditors (secured or unsecured) of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability of the creditors of the Company, under the Scheme, is neither being reduced nor being extinguished.

**III. DIFFICULTIES IN VALUATION, IF ANY:**

No special valuation or other difficulties regarding the valuation has been reported by Mr. Sandeep Agrawal, Independent Chartered Accountant, Registered Valuer.

**IV. ADOPTION OF THE REPORT BY THE BOARD**

The Board has considered its impact on each of the shareholders, promoters, non-promoters, key managerial personnel, creditors and employees. In the opinion of the Board, the Scheme is in the best interest of the shareholders, promoters and non-promoters shareholders, key managerial personnel, creditors and employees of the Company and there shall be no prejudice caused to them in any manner by the Scheme.

**For and on behalf of the Board of Directors**

  
**Director**  
**DIN: 00855466**



**Date: 5<sup>th</sup> March, 2020**

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

05<sup>th</sup> March, 2020

To  
The Board of Directors  
Emami Realty Limited  
Acropolis, 13th Floor,  
1858/1, Rajdanga Main Road  
Kasba, Kolkata -700107

To  
The Board of Directors  
Oriental Sales Agencies (India) Private Limited  
Acropolis, 13th Floor,  
1858/1, Rajdanga Main Road  
Kasba, Kolkata -700107

Sub: Recommendation of Share entitlement ratio for the Proposed Demerger of the Real Estate Undertaking of Oriental Sales Agencies (India) Private Limited ("Oriental") into Emami Realty Limited ("Emami").

Dear Sirs,

This is with reference to the engagement letters dated 15<sup>th</sup> February 2020 appointing me for recommending the Share Entitlement Ratio in this report ("Report") for the proposed demerger of the Real Estate Undertaking ("Demerged Undertaking") of Oriental into Emami ("Resulting Company") required for the purpose of the proposed transaction, pursuant to a Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 and relevant rules made thereunder.

The Appointed Date for the Scheme is 1<sup>st</sup> April, 2019.

I am pleased to present herewith my report on the same.

  
Sandeep Agrawal


Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

ICAI Membership No. 058553

UDIN: 20058553AAAAAT4632

Place: Kolkata

  
SANDEEP AGRAWAL  
REGISTERED VALUER  
Securities or Financial Assets  
Valuer Registration No.-IBBI/RV/06/2019/11237

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. - IBBI/RV/06/2019/11237

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**RECOMMENDATION OF SHARE ENTITLEMENT RATIO**

**FOR**


**PROPOSED SCHEME OF ARRANGEMENT**

**BETWEEN**

**ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED  
(DEMERGED COMPANY)**

**AND**

**EMAMI REALTY LIMITED  
(RESULTING COMPANY)**

  
**SANDEEP AGRAWAL**  
**REGISTERED VALUER**  
Securities or Financial Assets  
Valuer Registration No.-IBBI/RV/06/2019/11237

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

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**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

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## **1. Introduction**

### **1.1 Purpose**


The Board of Directors of Oriental Sales Agencies (India) Private Limited (hereinafter referred to as “Oriental” or the “Demerged Company”) and Emami Realty Limited (hereinafter referred to as “Emami” or the “Resulting Company”), as a measure of business reorganization are considering demerger of “Real-estate undertaking of Oriental” (hereinafter referred to as “Demerged Undertaking”) into Emami under a Scheme of Arrangement (“Scheme”) u/s 230 to 232 of the Companies Act, 2013.

Under the Scheme, the consideration of the arrangement is to be settled by Resulting Company to the shareholders of Demerged Company by issue of fully paid up equity shares of face value of Rs.2 each of the Resulting Company. The shares will be issued based on the fair value of Emami and Real Estate Undertaking of Oriental.

I have been approached by the management to determine the fair value of the shares of the Emami and Real Estate Undertaking of Oriental and determine the share entitlement ratio accordingly.

### **1.2 Scope of Work**

Valuation analysis and result are specific to the purpose of valuation and the valuation date mentioned in the report. It may not be valid for any other purpose or as at any other date. In the course of the review, I was provided with written information by the management of the Companies. My conclusions are based on the assumptions and other information given by/on behalf of the Companies. My assumptions are largely based upon the sources of information mentioned herein below. I have not conducted or provided an analysis or prepared a model for any asset valuation and have wholly relied on information provided by the Companies in this regard.

  
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Securities or Financial Assets  
Valuer Registration No.-IBBI/RV/06/2019/11237

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

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**1.3 Applicability of Indian Valuation Standards (IVS)**

The Institute of Chartered Accountants of India notified the Indian Valuation Standards with effect from the July 1, 2018. These standards lay down the various principles surrounding valuation of business enterprises, intangible assets and financial instruments.

In the present case, securities being financial instrument, the applicable valuation standards have been complied with while carrying out the valuation exercise.

**1.4 Valuation Date**

Valuation Date is the specific date at which the value of the assets to be valued gets estimated or measured. Valuation is time specific and can change with the passage of time due to changes in the condition of the asset to be valued.

The attached Report is drawn up by reference to accounting and financial information as on 31st December 2019.

**1.5 Premises of Value**

Premise of Value refers to the conditions and circumstances how an asset is deployed. In the present case, I have determined the fair value of the Companies on a Going Concern Value defined as under:

**“Going concern”** value is the value of a business enterprise that is expected to continue to operate in the future.

**1.6 Standard of Value**

Standard of value used for the purpose is Fair Value. Fair Value is the price, in cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business/asset were exposed for sale on the open market for a reasonable period of time, with both buyer and seller being in possession of the pertinent facts and neither being under any compulsion to act.

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**2. Sources of Information****2.1 Internal Sources**

For the purpose of this assignment, I have relied upon the following information, as provided to me by the management of the Companies:

- Brief history & brief note on the business profile of Emami and Oriental;
- Shareholding pattern of Emami and Oriental as on 31<sup>st</sup> December 2019;
- Audited Financial Statement of Emami and Oriental and all the subsidiaries and other associates of Emami for the year ended 31<sup>st</sup> March, 2019;
- Management Certified Financial Statement of Emami for the period ended 31<sup>st</sup> December, 2019;
- Management Certified Financial Statement of Real Estate Division of Oriental for the period ended 31<sup>st</sup> December, 2019;
- Details of various projects and projections for the projects as provided by the management (Project details: Land Details, Construction Schedule, Revenue & Cost Assumptions and Cash Flows);
- Joint Development Agreements (JDA), Memorandum of Understandings (MOU) & Project Management Agreement (PMA) related to various projects;
- Circle Rate of the Land / Properties at rates specified by Registrar of Assurances for purpose of levy of stamp duty as provided by the Management.
- Memorandum & Articles of Association of Emami & Oriental;
- Certificates from Emami and Real Estate Division of Oriental certifying that current assets and current liabilities hold good at their respective values as appearing in books as on 31<sup>st</sup> December, 2019;
- Draft Scheme of Arrangement;
- Discussion with the management of the Companies including necessary information, explanations and representations provided by the management;

All the accounts, projections and schedules listed above have been certified by the management of Emami or Oriental.

**2.2 External Sources**

- Bombay Stock Exchange and National Stock Exchange website for market prices of Emami;



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**3. Background Study****3.1 Brief background of Emami Realty Limited**

Emami Realty Limited having CIN L45400WB2008PLC121426, was incorporated as a private limited company under the Companies Act, 1956 on January 4, 2008 in the name of “Slick Properties Private Limited” in the state of West Bengal. Subsequently, on 25th June, 2009, the Resulting Company was converted into a Public Limited Company and its name was changed to “Slick Properties Limited”. The name of the Resulting Company was changed from “Slick Properties Limited” to “Emami Infrastructure Limited” and a fresh Certificate of Incorporation consequent upon the change of name was issued on 1st July, 2009. Thereafter, the name of the Resulting Company was changed from “Emami Infrastructure Limited” to “Emami Realty Limited” and a fresh Certificate of Incorporation consequent upon the change of name was issued on 15th October 2018. The Registered Office of the Resulting Company is situated at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata - 700107. The equity shares of Resulting Company are listed on the BSE Limited and the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited.

Emami is a pioneer in the real estate sector, having its footprints spanning across Chennai, Kolkata, Mumbai, Jhansi, Bhubaneshwar, Hyderabad, Coimbatore and Indore. The Company’s operations span to all aspects of real estate development, including the identification and acquisition of land, planning, execution and marketing of the projects including management of projects owned by other Landlords.

Emami is involved in various real estate projects on land owned either by itself or by its subsidiaries and associates. The Company has also entered into various Joint Development Agreements (JDA) with land owners. The company has already started development in some and in others it is set to commence very soon.

  
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Valuer Registration No. – IBBI/RV/06/2019/11237

Capital structure as on 31st December 2019 is as follows:

Emami Realty Limited (Resulting Company)	
Particulars	Amount in Rs
<b>Authorised Share Capital</b>	
13,52,50,000 equity shares of Rs 2 each	27,05,00,000
<b>Total</b>	<b>27,05,00,000</b>
<b>Issued, Subscribed, Called-up and Paid-up Capital</b>	
2,79,38,889 equity shares of Rs 2 each	5,58,77,778
<b>Total</b>	<b>5,58,77,778</b>

There has been no change in the share capital of Resulting Company post 31st December 2019.

### 3.2 Brief background of Oriental Sales Agencies (India) Private Limited

Oriental Sales Agencies (India) Private Limited, was incorporated as a Private limited company under the Companies Act, 1956 on 12/05/1987 in the State of west Bengal with CIN U51909WB1987PTC042332. The Registered office of the Demerged Company is situated at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata - 700107.

The Demerged Company is currently engaged in the business of (i) Real Estate (ii) Trading in Paintings/ shares & securities. The above businesses are carried out by the Demerged Company either directly or indirectly.

Capital structure as on 31st December, 2019 is as follows:

Oriental Sales Agencies (India) Private Limited (Demerged Company)	
Particulars	Amount in Rs
<b>Authorised Share Capital</b>	
55,00,000 equity shares of Rs 10 each	5,50,00,000
<b>Total</b>	<b>5,50,00,000</b>
<b>Issued, Subscribed, Called-up and Paid-up Capital</b>	
35,00,000 equity shares of Rs10 each	3,50,00,000
<b>Total</b>	<b>3,50,00,000</b>

There has been no change in the share capital of Demerged Company post 31st December 2019.

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Chartered Accountant, Registered Valuer

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**3.3 Brief background of Real Estate Undertaking of Oriental**


Oriental Sales Agencies (India) Private Limited owns leasehold land of about 14.49 acres at 2, Jessore Road, Kolkata. In respect of the said land, the Company has entered into a Joint Development Agreement (JDA) with Emami Realty Limited for development and construction of the residential cum commercial complex named "Emami City" of 22.45 Lakh sq. ft. of constructed area. In Pursuance of the said Development Agreement and in consideration of grant of development right, Oriental is entitled to several flats/apartments/units and car parking spaces of various categories in the Residential and Commercial Segment. As on 31 December 2019, the Company has around 29986 sq. ft. of unsold constructed area as inventory.

**4. Basis of Valuation**

It is universally recognized that valuation is not an exact science and that estimating values necessarily involves selecting a method or an approach that is suitable for the purpose. There are commonly used and accepted methods for determining the fair value of the equity shares of the Company, which have been considered in the present case, to the extent relevant and applicable, including:

- Net Asset Value Method
- Market Value Method
- Discounted Cash Flow Method

The application of any particular method of valuation depends on the purpose for which the valuation is done.

  
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Valuer Registration No. – IBBI/RV/06/2019/11237

**4.1 Applicability of Net Asset Value (NAV) Method:**

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This methodology is likely to be appropriate for business which derives value mainly from the underlying value of its assets rather than its earnings. This method may also be appropriate for a business that is not making an adequate return on assets and for which a greater value can be realized by liquidating the business and selling its assets. Determining Real Value of Assets and Liabilities appearing in Books of Accounts and Market value / Replacement value of Assets would reflect true value of the Asset base of the Company.

**4.2 Applicability of Market Price (MP) Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

**4.3 Applicability of Discounted Cash Flow (DCF) Method**

The DCF method seeks to arrive at a value of business based on the strength of its future cash flows. This method also captures the risk involved with these cashflows. Under this method, value of a company can be assessed using the Free Cash Flow to Firm Method ("FCFF") or Free Cash Flow to Equity Method ("FCFE"). Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows to firm represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the Weighted Average Cost of Capital ("WACC"). The WACC, based on an optimal vis-a-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.

Net Present Value method also finds a place in the Discounted Cash Flows to the firm. The Net Present Value approach calculates the value added to the firm as a whole on acceptance & successful execution of a particular project.

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

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A project is a finite endeavor- having specific start and completion dates undertaken to meet particular goals and objectives, usually to bring about beneficial change or added value. This finite characteristic of projects stands in contrasts to processes, or operations which are repetitive, permanent or semi-permanent functional work to produce products or services. Thus, this approach does not consider the terminal value of business/project.

Net Present Value (NPV) is defined as the total Present Value (PV) of a time series of cash flows. It is standard method for using the time value of money to appraise long term projects. All the costs and benefits occurring over the entire life of the project are considered and discounted at an appropriate discount rate. This method is widely used for capital budgeting as it measures the excess or shortfall of cash flows, in present value term, once financing charge are met.

## **5. Fair Valuation of Emami**

For the purpose of valuation of Emami, I have adopted following methods which are given under:

- a) Net Asset Value Method;
- b) Discounted Cash Flow Method;
- c) Market Price Method.

To arrive at fair value per share of Emami, weightage needs to be given to the value as arrived in above mentioned methods.

### **5.1 Valuation of Net Asset Value Method**

In order to arrive at the fair value of the Emami, I have considered the following:

- (a) Projects under execution or which are under advanced stage of planning / implementation have been valued at net realisable value;
- (b) Investments in subsidiaries, other associate companies & LLPs have been considered at net realisable value of the respective projects to the extent of Emami's share in the respective companies/entities.
- (c) Land & properties which are not part of any project has been valued at market value considering circle rate as on the valuation date;

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237


- (d) Investment in other unquoted equity shares have been considered at the fair value of the Company as on the valuation date;
- (e) All other assets & liabilities which are not part of any project as mentioned above, have been valued at book values as on 31<sup>st</sup> December 2019, relying on management's representation that these assets are realizable at their book values in the ordinary course of business.

The valuation of Emami under Net Asset Value Method is arrived at Rs. 60.77 per share having face value of Rs. 2 each.

**5.2 Valuation under Discounted Cash Flow Method**

The Net Present Value (NPV) arrived under Discounted Cash Flow (DCF) approach calculates the value added to the firm as a whole on acceptance & successful execution of a particular project. In order to arrive at the fair value of the Company, I have considered the following:

- (a) Projects under execution against which future projections can be forecasted have been valued as per DCF/NPV approach.
- (b) Joint Development Agreements & Project Management Arrangements against which future projections can be forecasted have been valued as per DCF/NPV approach.
- (c) Investments in subsidiaries, other associate companies & LLPs have been considered at project value (DCF) to the extent of Emami's share in respective companies/entities.
- (d) Land & properties which are not part of any project has been valued at market value considering circle rate as on the valuation date.
- (e) Investment in other unquoted equity shares have been considered at the fair value of the Company as on the valuation date;

  
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Valuer Registration No. – IBBI/RV/06/2019/11237

- (f) All other assets & liabilities which are not part of any project as mentioned above, have been valued at book values as on 31<sup>st</sup> December 2019, relying on management's representation that these assets are realizable at their book values in the ordinary course of business.

The valuation of Emami under Discounted Cash Flow Method is arrived at Rs.104.84 per share having face value of Rs. 2 each.


**5.3 Valuation under Market Price Method**

In order to represent the fair market price nearer to the valuation report dated 05th March 2020, I have considered higher of i) average of weekly high and low of the volume weighted average price (VWAP) during twenty six weeks preceding 05th March 2020, ii) the average of weekly high and low of the volume weighted average price (VWAP) during two weeks preceding 05th March 2020; of price quoted on the National Stock Exchange of India Limited.

The valuation of Emami considering the above approach has been arrived at Rs.47.94 per share having face value of Rs. 2 each.

**5.4 Relative Value per share of Emami**

Though different values have been arrived under each of the above methodologies, it is necessary to arrive at the single relative values of Emami. It is however important to note that in doing so, I am not attempting to arrive at the absolute equity value but at their relative values to facilitate the determination of a share entitlement ratio. For this purpose, it is necessary to give appropriate weights to the value arrived at under each methodology.

  
**SANDEEP AGRAWAL**  
 REGISTERED VALUER  
 Securities or Financial Assets  
 Valuer Registration No.-IBBI/RV/06/2019/11237

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

As discussed above, the company is involved in various real estate developments either on land owned by company or its subsidiaries or by entering into joint development agreements with third parties. Given that a number of projects are under construction and others under planning and/or execution, the Company is expected to earn higher operating cash flows in future and accordingly a much higher weightage needs to be given to the value as arrived under income approach in comparison to other approaches. In view of the same, I have considered it appropriate to give higher weight of 70% to the value arrived under “income approach” and equal weights of 15% each to values as arrived under “asset approach” and “market approach”.

Relative value per share of Emami (Resulting Company) has been arrived at Rs.93.00 as summarized below:

Valuation Approach	Value Per Share (Rs.)	Weights	Weighted Price (Rs.)
Net Asset Value Method (Asset Approach)	60.77	0.15	9.12
Discounted Cash Flow Method (Income Approach)	104.84	0.70	73.39
Market Price Method (Market Approach)	47.94	0.15	7.19
Relative Value per share of Rs 2 each			89.69
Relative Value per share of Rs 2 each (Rounded off)			90.00

**6. Valuation of Real estate undertaking of Oriental**

For the purpose of valuation of Real Estate Undertaking of Oriental, I have adopted following methods which are given under:

- Net Asset Value Method;
- Discounted Cash Flow Method;
- Market Price Method.

To arrive at fair value per share of Real Estate Undertaking of Oriental, weightage needs to be given to the value as arrived in above mentioned methods.



**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

**6.1 Valuation under Net Asset Value Method**

In order to arrive at the fair value of the Real Estate Undertaking of Oriental, I have considered the following:

- (a) Unsold inventory as on the valuation date at Emami City has been valued at estimated net realizable value.
- (b) The investment in equity shares of associate company have been considered at project value (DCF) to the extent of Oriental's share as on valuation date;
- (c) All other assets & liabilities of the Real Estate Undertaking have been valued at book values as on 31<sup>st</sup> December 2019, relying on management's representation that these assets are realizable at their book values in the ordinary course of business.

The valuation of Real-estate undertaking of Oriental under Net Asset Value Method is arrived at Rs.257.61 per share having face value of Rs. 10 each.

**6.2 Valuation under Discounted Cash Flow Method**

In order to arrive at the fair value of the Real-estate undertaking of Oriental, I have considered the following:

- (a) Unsold inventory as on the valuation date at Emami City has been valued at as per DCF/NPV approach.
- (b) The investment in equity shares of associate company have been considered at project value (DCF) to the extent of Oriental's share as on valuation date;
- (c) All other assets & liabilities of the Real Estate Undertaking have been valued at book values as on 31<sup>st</sup> December 2019, relying on management's representation that these assets are realizable at their book values in the ordinary course of business.

The valuation of Real-estate undertaking of Oriental under Discounted Cash Flow Method is arrived at Rs. 253.45 per share having face value of Rs. 10 each.

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

**6.3 Valuation under Market Price Method**

As the shares of Oriental are not listed on any stock exchange, the Market price method has not been considered for the purpose of valuation.

**6.4 Relative value per share of Real-estate undertaking of Oriental:**

I have considered it appropriate to give higher weight of 70% to the value arrived under “income approach” and weights of 30% to values as arrived under “asset approach”.

Valuation Approach	Value Per Share (Rs.)	Weights	Weighted Price (Rs.)
Net Asset Value Method (Asset Approach)	257.61	0.30	77.28
Discounted Cash Flow Method (Income Approach)	253.45	0.70	177.41
Market Price Method (Market Approach)	-	-	-
Relative Value per share of Rs 10 each			254.70
Relative Value per share of Rs 10 each (Rounded off)			255.00

Relative value per share of “Real-estate undertaking of Oriental” has been arrived at Rs. 255.00 per share having face value of Rs. 10 each.

**7. Share Entitlement Ratio**

The share entitlement ratio has been arrived on the basis of a relative valuation of the shares of the Emami and Real-estate undertaking of Oriental based on the approaches explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the business of the Companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

In the light of above, and on consideration of all the relevant factors as discussed and outlined hereinabove, in my opinion, the fair share exchange ratio should be as under:

*2.83 (Rounded off) Equity Shares of Rs. 2 each fully paid up of Emami shall be issued and allotted for every 1 Equity Share of Rs. 10 each fully paid of "Oriental" is fair and equitable for the equity shareholders of both the companies.*

**8. Limitations & Disclaimers**

- 8.1** My report is subject to scope of limitations detailed hereinafter. As such the report is to be read in totality and not in parts. The Report is meant for the purpose mentioned in Para 1.1 and should not be used for any other purpose mentioned therein. The Report may be shared with regulators.
- 8.2** I am partner in a chartered accountant firm which was the statutory auditor of Emami till 18<sup>th</sup> September 2019. The firm is currently statutory auditor of Oriental. Beside this, I have no present or contemplated future interest in the company, any personal interest with respect to the parties involved, or any other interest that might prevent me from performing an unbiased valuation. My compensation is not contingent on an action or event resulting from the analysis, opinions, or conclusions in, or the use of this report.
- 8.3** This Report is based on the information received from the sources mentioned herein above and discussions with the representatives of the Company. This information has not been independently verified by me. I have assumed that the representatives of Company have furnished to me all the information which they are aware of concerning the financial statements and the respective liabilities, which may have an impact on my report.
- 8.4** My scope of work does not enable me to accept responsibility for the accuracy and completeness of the information provided to me. I have therefore, not performed any audit, review or examination of any of the historical or prospective information used and therefore, do not express any opinion with regard to the same.

**Sandeep Agrawal**

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

- 8.5** The information presented in the Report does not reflect the outcome of any due diligence procedures. The reader is cautioned that the outcome of that process could change the information herein and, therefore, the valuation materially.
- 8.6** My aggregate liability for damage shall be limited to the fee that is payable for this assignment, as set out in the engagement letter.
- 8.7** The opinion on fair valuation expressed in this report does not in any way constitute guarantee regarding future performance of the company and obligate me to render a comprehensive business appraisal report, to give testimony, or attend court proceedings with regard to the subject business assets, properties or business interests.
- 8.8** The valuation contemplates facts and conditions existing as of the valuation date. Events and conditions occurring after that date except those specifically mentioned have not been considered, and I have no obligation to update my report for such events and conditions.
- 8.9** It is clarified that this Report is not a fairness opinion under any of the stock exchange/ listing regulations. In case of any third party having access to this Report, please note this Report is not a substitute for the third party's own due diligence/ appraisal/ enquiries/ independent advice that the third party should undertake for his purpose.




Sandeep Agrawal

Chartered Accountant, Registered Valuer

Valuer Registration No. – IBBI/RV/06/2019/11237

ICAI Membership No. 058553

UDIN: 20058553AAAAAT4632

Date: 05<sup>th</sup> March, 2020


**SANDEEP AGRAWAL**  
**REGISTERED VALUER**  
 Securities or Financial Assets  
 Valuer Registration No.-IBBI/RV/06/2019/11237

# Narnolia®

**Narnolia Financial Advisors Limited****Regd. Office:** Marble Arch, 2nd Floor, 236B A.J.C. Bose Road,

Kolkata - 700 020, Ph: +91 33 4050 1500

Email: [ib@narnolia.com](mailto:ib@narnolia.com) | [www.narnolia.com](http://www.narnolia.com)**CIN No.:** U51909WB1995PLC072876

March 05, 2020

To,

**The Board of Directors**

Emami Realty Limited

Acropolis, 13th Floor

1858/1, Rajdanga Main Road, Kasba

Kolkata – 700107

Dear Sir,

**Sub: Fairness Opinion on the Valuation Report issued by Mr. Sandeep Agrawal, Chartered Accountant for the demerger of the the Real Estate undertaking of Oriental Sales Agencies (India) Private Limited into Emami Realty Limited**

This is in accordance with the terms of our engagement, wherein Narnolia Financial Advisors Limited ("Narnolia"/ "We"), a SEBI registered Category I Merchant Banker (SEBI registration no. INM000010791) has been appointed by Emami Realty Limited ("Emami") to provide a fairness opinion on the Report given by Mr. Sandeep Agrawal, Chartered Accountant on the share entitlement ratio for the proposed demerger as mentioned above.

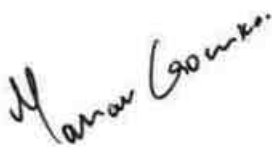
This report is being issued in terms of SEBI circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017 for the proposed scheme of arrangement under sections 230 to 232 and other relevant provisions of the Companies Act, 2013. This Report sets out Narnolia's opinion on the share entitlement ratio as determined in the valuation report for the proposed transaction.

All the terms mentioned here shall have the meaning as ascribed in the Report.

This letter forms an integral part of the Report.

Yours faithfully,

For Narnolia Financial Advisors Limited



**Manav Goenka**  
Vice President



**Narnolia®**

**Fairness Opinion**

**On the Valuation Report**

**Issued by**

**Mr. Sandeep Agrawal, Chartered Accountant**

**For the Demerger of the Real Estate Undertaking of**

**Oriental Sales Agencies (India) Private Limited**

**into**

**Emami Realty Limited**

**MERCHANT BANKERS' REPORT**

**March 05, 2020**

**Narnolia®**

**Narnolia Financial Advisors Limited**

Marble Arch, 2nd Floor  
236B, AJC Bose Road  
Kolkata – 700 020

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2. PURPOSE OF FAIRNESS OPINION
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## 1. INTRODUCTION

Oriental Sales Agencies (India) Private Limited ("**Oriental**" or the "**Demerged Company**") is currently engaged in the business of (i) Real Estate (ii) Trading in paintings/ shares & securities. The said businesses are carried out by the Demerged Company either directly or indirectly.

Emami Realty Limited ("**Emami**" or the "**Resulting Company**"), is engaged in the business of real estate development, including the identification and acquisition of land, planning, execution and marketing of the projects including management of projects owned by other Landlords. The equity shares of Resulting Company are listed on the BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited.

As a measure of business reorganization, the Board of Directors of Oriental Sales Agencies (India) Private Limited and Emami Realty Limited are considering demerger of "Real Estate undertaking of Oriental" (hereinafter referred to as "**Demerged Undertaking**") into Emami under a Scheme of Arrangement ("**Scheme**") under sections 230 to 232 and other relevant provisions of the Companies Act, 2013.

Under the Scheme, the consideration of the arrangement is to be settled by Resulting Company to the shareholders of Demerged Company by issue of fully paid up equity shares of face value of Rs.2 each of the Resulting Company. The shares will be issued based on the fair value of Emami and Real Estate Undertaking of Oriental.

Further, the proposed arrangement would result in reduction of costs including efficiency in administrative costs, pooling of business and strategic resources, economies of scale and focused management control. The arrangement would enable the consolidation of business and carry on the same more efficiently and effectively.

The share entitlement ratio for the proposed demerger has been decided based on a valuation report issued by Mr. Sandeep Agrawal, Chartered Accountant (the "**Valuer**"). The report issued by the valuer provides share entitlement ratio for the proposed demerger of the Demerged Undertaking comprising of Real Estate undertaking of Oriental into Emami.

For the purpose of ascertaining the fairness of the valuation with respect to the proposed demerger of the Real Estate undertaking of Oriental into Emami, Narnolia Financial Advisors Limited ("**Narnolia**") has been appointed as an independent Merchant Banker for furnishing a fairness opinion on the valuation done by the Valuer.

## 2. PURPOSE OF FAIRNESS OPINION

As per SEBI circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017 in relation to schemes of arrangement by listed entities, the companies going through any arrangement/amalgamation/reconstruction etc. are required to obtain a "Fairness Opinion" from an Independent Merchant Banker relating to the valuation of assets/ shares done by the Valuer.





Our Fairness Opinion is limited to the share entitlement ratio proposed for the demerger of the Real Estate undertaking of Oriental into Emami as per the mentioned Scheme.

### 3. LEGAL DISCLAIMER

We have been requested to issue a Fairness Opinion Report on the Report given by Mr. Sandeep Agrawal, Chartered Accountant on the share entitlement ratio for the proposed demerger. In preparing this Fairness Opinion Report, we have relied upon and assumed, without independent verification, the accuracy and completeness of all information provided to us.

In furnishing this Report, we reserve the right to amend or replace the Report at any time. Our views are necessarily based on economic, market, and other conditions currently in effect, and the information made available to us, as of the date hereof. It should be understood that subsequent developments may affect our views and that we do not have any obligation to update, revise, or reaffirm the views expressed in the Report. Nothing contained within the Report is or should be relied upon as a promise or representation as to the future.

The Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein.

This report does not look into the business/ commercial reasons behind the transaction nor the likely benefits arising out of the same. Similarly, the report does not address the relative merits of the transaction as compared with any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available. This report is restricted to expressing opinion on the fairness of share entitlement ratio only.

We owe responsibility only to the management of Emami Realty Limited, who have appointed us, and nobody else.

The fee for the Engagement is not contingent upon the results reported.

Neither the report nor its contents may be referred to or quoted in any registration, statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than in connection with the proposed Scheme of demerger.

### 4. SOURCES OF INFORMATION RELIED UPON BY US FOR THE FAIRNESS OPINION

We have prepared the Fairness Opinion Report on the basis of the following information provided to us:

- Draft scheme of Arrangement
- Valuation Report dated March 05, 2020 issued by Mr. Sandeep Agrawal, Chartered Accountant on the share entitlement ratio
- Audited Financial Statement of Emami and Oriental for the financial year ended March 31, 2019



- Management Certified Financial Statement of Emami for the period ended 31st December, 2019
- Management Certified Financial Statement of Real Estate Undertaking of Oriental for the period ended 31st December, 2019
- Other data collated by us from publicly available sources.

We have also obtained necessary explanations and information, which we believed were relevant to the present exercise, from the executives and representatives of the companies.

## 5. BRIEF BACKGROUND OF THE COMPANIES UNDER REFERENCE

### **Oriental Sales Agencies (India) Private Limited**

Oriental Sales Agencies (India) Private Limited ("Oriental" or the "Demerged Company"), having Corporate Identity Number ("CIN") U51909WB1987PTC042332, is an unlisted private limited company incorporated on May 12, 1987 under the Companies Act, 1956 and having its registered office at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata – 700107. The authorized share capital of Oriental is Rs. 5,50,00,000/- (Rupees Five crore fifty lakh only), issued, subscribed and paid-up share capital of Oriental is Rs. 3,50,00,000/- (Rupees Three crore Fifty lakh only).

The Demerged Company is currently engaged in the business of (i) Real Estate (ii) Trading in Paintings/ shares & securities. The above businesses are carried out by the Demerged Company either directly or indirectly.

### **Brief background of the Demerged Undertaking**

Oriental Sales Agencies (India) Private Limited owns leasehold land of about 14.49 acres at 2, Jessore Road, Kolkata. In respect of the said land, the Company has entered into a Joint Development Agreement (JDA) with Emami Realty Limited for development and construction of the residential cum commercial complex named "Emami City" of 22.45 Lakh sq. ft. of constructed area. In Pursuance of the said Development Agreement and in consideration of grant of development right, Oriental is entitled to several flats/apartments/units and car parking spaces of various categories in the Residential and Commercial Segment. As on 31 December 2019, the Company has around 29,986sq. ft. of unsold constructed area as inventory.

### **Emami Realty Limited**

Emami Realty Limited ("Emami" or the "Resulting Company") having Corporate Identity Number ("CIN") L45400WB2008PLC121426, is public limited company incorporated on January 4, 2008 under the Companies Act, 1956 and having its registered office at Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata – 700107. The authorized share capital of Emami is Rs. 27,05,00,000/- (Rupees Twenty seven crore Five lakh only), issued, subscribed and paid-up share capital of Emami is Rs. 5,58,77,778/- (Rupees Five crore Fifty eight lakh Seventy seven thousand Seven hundred and Seventy eight only).



Emami Realty Limited is engaged in the business of real estate development, including the identification and acquisition of land, planning, execution and marketing of the projects including management of projects owned by other Landlords. Emami is having its footprints spanning across Chennai, Kolkata, Mumbai, Jhansi, Bhubaneswar, Hyderabad, Coimbatore and Indore.

Emami is involved in various real estate projects on land owned either by itself or by its subsidiaries and associates. The Company has also entered into various Joint Development Agreements (JDA) with land owners. The company has already started development in some and in others it is set to commence very soon.

The equity shares of Emami are listed on the BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited.

## **6. VALUATION TECHNIQUES ADOPTED BY THE VALUER TO ASCERTAIN THE EXCHANGE RATIO**

The Valuer has arrived at the share entitlement ratio considering the following valuation methodologies:

### **Net Asset Value Method**

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This methodology is likely to be appropriate for business which derives value mainly from the underlying value of its assets rather than its earnings. This method may also be appropriate for a business that is not making an adequate return on assets and for which a greater value can be realized by liquidating the business and selling its assets. Determining Real Value of Assets and Liabilities appearing in Books of Accounts and Market value / Replacement value of Assets would reflect true value of the Asset base of the Company.

The Valuer has adopted the Net Asset Value Method for the valuation of Emami and also for valuation of the Demerged undertaking of Oriental.

### **Discounted Cash Flow (DCF) Method**

The DCF method seeks to arrive at a value of business based on the strength of its future cash flows. This method also captures the risk involved with these cash flows.

Under this method, value of a company can be assessed using the Free Cash Flow to Firm Method ("FCFF") or Free Cash Flow to Equity Method ("FCFE"). Under the DCF method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the Weighted Average Cost of Capital ("WACC"). The WACC, based on an optimal vis-a-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.



Net Present Value method also finds a place in the Discounted Cash Flows to the firm. The Net Present Value approach calculates the value added to the firm as a whole on acceptance & successful execution of a particular project.

A project is a finite endeavor- having specific start and completion dates undertaken to meet particular goals and objectives, usually to bring about beneficial change or added value. This finite characteristic of projects stands in contrasts to processes, or operations which are repetitive, permanent or semi-permanent functional work to produce products or services. Thus, this approach does not consider the terminal value of business/project.

Net Present Value (NPV) is defined as the total Present Value (PV) of a time series of cash flows. It is standard method for using the time value of money to appraise long term projects. All the costs and benefits occurring over the entire life of the project are considered and discounted at an appropriate discount rate. Use for capital budgeting, widely throughout economics, it measures the excess or shortfall of cash flows, in present value term, once financing charge are met.

The Valuer has adopted the Discounted Cash Flow (DCF) Method for the valuation of Emami and also for valuation of the Demerged undertaking of Oriental.

### **Market Price Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the fair value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

Since the equity shares of Emami are listed, the Valuer has also adopted the Market Price Method for valuation of Emami. In order to represent the fair market price nearer to the valuation report dated March 05, 2020, the Valuer has considered higher of (i) average of weekly high and low of the volume weighted average price (VWAP) during twenty six weeks preceding March 05, 2020 (ii) the average of weekly high and low of the volume weighted average price (VWAP) during two weeks preceding March 05, 2020; of price quoted on the National Stock Exchange of India Limited.

Since the equity shares of Oriental are unlisted, the Market Price Method has not been used for valuation of the Demerged undertaking of Oriental.

Though different values have been arrived at under each of the above methodologies, for the purposes of recommending a fair share entitlement ratio, the Valuer has given appropriate weights to the values arrived at under each methodology to arrive at a fair value.



**7. SHARE ENTITLEMENT RATIO RECOMMENDED**

Based on a relative valuation of the equity shares of Emami and Real Estate undertaking of Oriental arrived from the aforesaid valuation methods, the Valuer has recommended the following Share Entitlement Ratio:

**SHARE ENTITLEMENT RATIO of 2.83 : 1** i.e. 2.83 Equity Shares of Rs. 2 each fully paid up of Emami Realty Limited shall be issued and allotted for every 1 Equity Share of Rs. 10 each fully paid of Oriental Sales Agencies (India) Private Limited.

**8. OPINION ON EXCHANGE RATIO**

Based on the information, material and data made available to us, including the Report of the Valuer and the working thereto, in our opinion the said Share Entitlement Ratio recommended for the demerger of Real-estate undertaking of Oriental into Emami is fair and proper.

For Narnolia Financial Advisors Limited



Manav Goenka  
Vice President





**emami realty limited**  
(formerly emami Infrastructure Limited)

May 4, 2020

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited and Emami Realty Limited (Scrip Code 533218)**

**Re: Submission of Compliant Report as per SEBI Circular No. CFD/DIL3/CJR/2017/21 dated March 10, 2017**

In connection with our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited ("the Demerged Company") with Emami Realty Limited ("the Resulting Company"), we are enclosing herewith the Complaint Report, in the prescribed format for your necessary action.

Kindly upload the same on your website.

For Emami Realty Limited

Digitally signed  
PAVEL JAIN  
By PAVEL JAIN  
Date: 2020.05.04  
19:24:10 +05'30'

**Payel Agarwal**  
Company Secretary  
(ACS: 22418)

Place: Kolkata



**emami\* realty limited**  
(formerly emami Infrastructure Limited)

**ANNEXURE VII of BSE Checklist**

**Complaints Report as on May 4, 2020:**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange / SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

**For Emami Realty Limited**

**PAYEL** Digitally signed  
by PAYEL JAIN  
Date: 2020.05.04  
19:24:58 +05'30'

**Payel Agarwal**  
**Company Secretary**  
**(ACS: 22418)**



**emami<sup>®</sup> realty limited**  
 (formerly emami Infrastructure Limited)

May 1, 2020

To,  
 Manager – Listing-Compliance Department  
 National Stock Exchange of India Ltd.  
 Exchange Plaza, C-1, Block G,  
 Bandra Kurla Complex,  
 Bandra (E)  
 Mumbai – 400 051

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited and Emami Realty Limited (Scrip Code 533218)**

**Re: Submission of Compliant Report as per SEBI Circular No. CFD/DIL3/CJR/2017/21 dated March 10, 2017**

In connection with our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited ("the Demerged Company") with Emami Realty Limited ("the Resulting Company"), we are enclosing herewith the Complaint Report, in the prescribed format for your necessary action.

Kindly upload the same on your website.

For Emami Realty Limited

**PAYEL** Digitally signed  
 by PAYEL JAIN  
**JAIN** Date: 2020.05.01  
 19:10:17 +05'30'

Payel Agarwal  
 Company Secretary  
 (ACS: 22418)

Place: Kolkata





**emami realty limited**  
(formerly emami Infrastructure Limited)

**ANNEXURE J of NSE Checklist**

**Period of Complaints Report:**

21 days from 9<sup>th</sup> April, 2020, the date of uploading of scheme documents on the Exchange's website

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange / SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For Emami Realty Limited

**PAYEL** Digitally signed  
by PAYEL JAIN  
Date: 2020.05.01  
19:10:45 +05'30'

**JAIN**  
Payel Agarwal  
Company Secretary  
(ACS: 22418)

Date: May 1, 2020



**emami\* realty limited**  
(formerly emami Infrastructure Limited)

July 03, 2020

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

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited and Emami Realty Limited (Scrip Code 15214)**

**Re: Submission of Compliant Report as per SEBI Circular No. CFD/DIL3/CJR/2017/21 dated March 10, 2017**

In connection with our application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited ("the Demerged Company") with Emami Realty Limited ("the Resulting Company"), we are enclosing herewith the Complaint Report, in the prescribed format for your necessary action.

Kindly upload the same on your website.

For **Emami Realty Limited**

  
  
**Payel Agarwal**  
**Company Secretary**  
(ACS: 22418)

Place: Kolkata



**ANNEXURE IV of CSE Checklist**

**Complaints Report as on July 03, 2020:**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	NIL
2.	Number of complaints forwarded by Stock Exchange / SEBI	NIL
3.	Total Number of complaints/comments received (1+2)	NIL
4.	Number of complaints resolved	NIL
5.	Number of complaints pending	NIL

**Part B**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For Emami Realty Limited

*Payel Agarwal*

**Payel Agarwal**  
Company Secretary  
(ACS: 22418)



DCS/AMAL/PB/R37/1774/2020-21

“E-Letter”

August 14, 2020

The Company Secretary,  
**Emami Realty Ltd**  
 Acropolis, 13th floor, 1858 / 1, Rajdanga Main Road,  
 Kasba, Kolkata, West Bengal, 700107

Sir,

**Sub: Observation letter regarding the Draft Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited and Emami Realty Ltd and their respective shareholders**

We are in receipt of the Draft Scheme of Arrangement of Emami Realty Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated August 14, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company to ensure that suitable disclosure about the latest financials of the companies involved in the scheme being not more than 6 months old is done before filing the same with the NCLT.”
- “Company shall ensure appropriate disclosures with respect to the following;
  - a) Name of Abhijit Datta (Director on the Board of Directors of Emami Realty Ltd) is appearing in the RBI’s Defaulter List, with respect to the borrower, Hubtown Limited. However, a letter has been submitted by Hubtown Limited requesting RBI to remove the name of the company/its director.
  - b) Name of Abhijit Datta (Director on the Board of Directors of Emami Realty Ltd) is also featuring in the RBI’s Defaulter List with respect to the borrower, Pincon Spirit Limited. However, it is indicated that he has resigned from the Board of Directors of Pincon Spirit Limited on November 29, 2017
- “Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company shall duly comply with various provisions of the Circular.”
- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

BSE Limited Registered Office: Floor 25, P J Towers, Dalal Street, Mumbai – 400 001, India  
 T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com  
 Corporate Identity Number: L67120MH2005PLC155188

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

sd/-

**Nitinkumar Pujari**  
**Senior Manager**

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/23525\_II

August 17, 2020

The Company Secretary  
Emami Realty Limited  
Acropolis, 13<sup>th</sup> Floor, 1858/1,  
Rajdanga Main Road, Kasba,  
Kolkata - 700107

**Kind Attn.: Ms. Payel Agarwal**

Dear Madam,

**Sub: 'No-Objection' Letter for Draft Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited and Emami Realty Limited and their respective shareholders**

We are in receipt of Draft Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited (“Demerged Company”) and Emami Realty Limited (“Resulting Company”) and their respective shareholders vide application dated March 24, 2020.

Based on our letter reference No. NSE/LIST/23525 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (‘Circular’), kindly find following comments on the draft scheme:

- a. *The Company shall duly comply with various provisions of the Circular.*
- b. *The Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal.*
- c. *The Company shall ensure appropriate disclosures with respect to the following:*
  - i. *Name of Abhijit Datta (Director on the Board of Directors of Emami Realty Ltd.) is appearing in the RBI Defaulters List, with respect to the borrower, Hubtown Ltd. However, a letter has been submitted by Hubtown Ltd requesting RBI to remove the name of the Company/its director.*
  - ii. *Name of Abhijit Datta (Director on the Board of Directors of Emami Realty Ltd.) is also featuring in the RBI Defaulters List with respect to the borrower, Pincon Spirit Ltd. However, it is indicated that he has resigned from the Board of Directors of Pincon Spirit Ltd. on November 29, 2017.*
- d. *The Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of the receipt of this letter is displayed on the website of the listed company.*

Continuation

Ref: NSE/LIST/23525\_II

August 17, 2020

- e. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- f. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from August 17, 2020, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For National Stock Exchange of India Limited

Amit Phatak  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

# The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700 001  
 Phone : +91 33 4025 3000, Fax : +91 33 4025 3030 / 3017  
 Website : www.cse-india.com, E-mail : cseadm@se-india.com  
 CIN: U67120WB1923PLC004707

Ref.No. CSE/LD/5065/2020

August 19, 2020

The Company Secretary  
**Emami Realty Limited,**  
 Acropolis, 13<sup>th</sup> floor,  
 1858/1, Rajdanga Main Road, Kasba  
 E M Bypass,  
 Kolkata- 700 107.

Dear Sir,

**Sub: Observation letter regarding the Draft Scheme of Arrangement for Dermerger between Oriental Sales Agencies (India) Pvt. Ltd. and Emami Realty Ltd. and their respective shareholders.**

We are in receipt of the draft Scheme of Amalgamation / Arrangement of Emami Realty Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. SEBI vide its letter dated August 14, 2020 has inter alia given the following comments(s) on the draft scheme of arrangement

- "Company to ensure that suitable disclosure about the latest financials of the companies involved in the scheme being not more than 6 months old is done before filing the same.
- "Company shall ensure appropriate disclosures with respect to the following:
  - a) Name of Abhijit Datta (Director on the Board of Directors of Emami Realty Ltd) is appearing in the RBI's Defaulter List, with respect to the borrower, Hubtown Limited. However, a letter has been submitted by Hubtown Limited requesting RBI to remove the name of the company/its director.
  - b) Name of Abhijit Datta (Director on the Board of Directors of Emami Realty Ltd) is also featuring in the RBI's Defaulter List, with respect to the borrower, Pincon Sprit Limited. However, it is indicated that he has resigned from the Board of Directors of Pincon Sprit Limited on November 29, 2017.
- "Company shall ensure that additional information, if any, submitted by the Company, after filling the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company."
- "Company shall duly comply with various provisions of the Circulars"
- Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the companies are obliged to bring the observations to the notice to NCLT.
- It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments / observations on draft scheme by SEBI /Stock Exchanges. Hence the companies are not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments /observations /representations.

(contd P/2)



# The Calcutta Stock Exchange Ltd.

7, Lyons Range, Kolkata - 700 001  
 Phone : +91 33 4025 3000, Fax : +91 33 4025 3030 / 3017  
 Website : www.cse-india.com, E-mail : cseadm@seadmn@cse-india.com  
 CIN: U67120WB1923PLC004707

-2-

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing /de-listing /continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (LODR) Regulation, 2015. The validity of this Observation Letter shall be six months from the date of this letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines / Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

For THE CALCUTTA STOCK EXCHANGE LTD.

*Chandran*  
 19/8/2020  
 (CS Chandrani Datta)  
 Executive-Listing

*Kanchan*  
 19/8/20-

**APPLICABLE INFORMATION IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS (AS PROVIDED IN PART E OF SCHEDULE VI OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018)**

This Document contains information pertaining to unlisted entity involved in the proposed Scheme of Arrangement for Demerger between Oriental Sales Agencies (India) Private Limited (“**Demerged Company**”/“**Oriental Sales**”) and Emami Realty Limited (“**Resulting Company**”/“**Emami Realty**”) and their respective shareholders pursuant to Sections 230-232 and rules framed thereunder (“Scheme”). This Abridged Prospectus has been prepared in terms of the requirements specified in SEBI Circular No. CED/D1L3/CIR/2017/21 dated March 10, 2017 (“**SEBI Circular**”). Copies of the documents as mentioned under the title “Any Other Important Information of Oriental Sales” on Page 8 shall be available for inspection at Emami Realty's Registered Office situated at Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata - 700107, West Bengal, India, during working hours on all working days between 10.00 a.m. to 1:00 p.m. (except Saturdays, Sundays and Public Holidays) from the date of this Abridged Prospectus till the Order for Demerger is passed by the NCLT. The Scheme is also available on the websites of BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com).

Nothing in this document constitutes an offer or an invitation by or on behalf of Oriental Sales or Emami Realty to subscribe for or purchase any of the securities of Emami Realty.

**THIS ABRIDGED PROSPECTUS CONTAINS 9 PAGES  
PLEASE MAKE SURE YOU HAVE RECEIVED ALL THE PAGES**

**Capitalised words not defined herein shall mean the words as defined in the Scheme**

**ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED**  
CIN: U51909WB1987PTC042332  
**Registered Office:** Acropolis, 13th Floor, 1858/1, Rajdanga Main Road Kasba,  
Kolkata - 700107, West Bengal;  
**E-mail id:** orientalsales1987@gmail.com; **Contact Person:** Mr. Sandeep Jhunjhunwala, Director

**PROMOTERS OF ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED**

The promoters of Oriental Sales Agencies (India) Private Limited are mentioned herein below:

Rajkumar Goenka, Santosh Goenka, Indu Goenka, Usha Agarwal, Suraj Viniyog Private Limited, Suntrack Commerce Private Limited, Bhanu Vyapaar Private Limited, Diwakar Viniyog Private Limited, Prabhakar Viniyog Private Limited and Raviraj Viniyog Private Limited

**SCHEME DETAILS, LISTING AND PROCEDURE**

The Scheme of Arrangement provides for demerger of Real Estate Undertaking (more particularly defined in the Scheme) of Oriental Sales Agencies (India) Private Limited and vesting of the same into Emami Realty Limited on a going concern basis under the provisions of Sections 230 to 232 of the Companies Act, 2013 and rules framed thereunder. As a consideration for the demerger, equity shares would be issued by Emami Realty to the shareholders of Oriental Sales in lieu of number of shares held by them in Oriental Sales.

**Such equity shares issued by the Resulting Company to the equity shareholders of the Demerged Company will be listed and admitted for trading on the Stock Exchanges, where the shares of the Resulting Company are listed.**

The Scheme is subject to approval from shareholders, creditors, BSE Limited (BSE), The National Stock Exchange of India Limited (NSE), The Calcutta Stock Exchange (CSE), Securities and Exchange Board of India (SEBI) and the National Company Law Tribunal Kolkata Bench at Kolkata (NCLT).

#### **PROCEDURE**

The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares to the public at large. The issue of equity shares by the Resulting Company is only to the shareholders of the Demerged Company, in accordance with the Scheme. Hence, the procedure with respect to GID (General Information Document) is Not Applicable.

#### **STATUTORY AUDITOR DETAILS**

M/s S K Agrawal and Co., Chartered Accountants,  
Firm Registration No. 306033E  
Suite Nos: 606-606, The Chambers, 1665, Rajdanga Main Road,  
Kasba, Kolkata - 700107

#### **ELIGIBILITY FOR THE ISSUE**

Whether the company is compulsorily required to allot at least 75% of the net public offer to public, to qualified institutional buyers - Not Applicable

#### **INDICATIVE TIMELINE**

The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to the public at large. The time frame cannot be established with absolute certainty, as the Scheme is subject to approvals from regulatory authorities, including the NCLT.

#### **GENERAL RISKS**

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in the equity of the Issuing Company unless they can afford to take the risk of losing their entire investment. Shareholders are advised to read the risk factors carefully before taking an investment decision in relation to the Scheme. For taking an investment decision, shareholders must rely on their own examination of the Company and the Scheme including the risks involved. The equity shares being offered in the Scheme have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the Abridged Prospectus. The Scheme does not envisage any issue to the public at large. Shareholders are advised to refer the title "Internal Risk Factors" on Page 7 of the Abridged Prospectus before making an investment in this Scheme.

#### **PRICE INFORMATION OF ORIENTAL SALES**

The equity shares of Oriental Sales are unlisted. In the present case, pursuant to the Scheme of Arrangement, 99,05,000 number of equity shares of Emami Realty are being issued to the shareholders of Oriental Sales, therefore, the pricing provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable. Upon the Scheme becoming effective, pursuant to the approval of NCLT, the consideration that is being discharged under the Scheme is shares of Emami Realty being issued to the shareholders of Oriental Sales in lieu of 35,00,000 number of shares as held by them in Oriental Sales.

### PROMOTERS OF ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED

The promoters of Oriental Sales Agencies (India) Private Limited are, as under:

Name	Address
Suraj Viniyog Private Limited	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
Suntrack Commerce Private Limited	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
Bhanu Vyapaar Private Limited	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
Diwakar Viniyog Private Limited	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
Prabhakar Viniyog Private Limited	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
Raviraj Viniyog Private Limited	687, Anandapur, E.M. Bypass 2 <sup>nd</sup> Floor, Kolkata-700107
Rajkumar Goenka	687, Anandapur, E.M. Bypass, Kolkata - 700107
Santosh Goenka	687, Anandapur, E.M. Bypass, Kolkata - 700107
Indu Goenka	687, Anandapur, E.M. Bypass, Kolkata - 700107
Usha Agarwal	25A, Ballygunge Circular Road, Kolkata – 700019

### BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

Oriental Sales Agencies (India) Private Limited (Oriental Sales) is a private company, limited by shares, incorporated under the Companies Act vide Certificate of Incorporation dated May 12, 1987. The Corporate Identity Number is U51909WB1987PTC042332 and having registered office at Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road Kasba, Kolkata - 700107, West Bengal, India.

Oriental Sales is engaged *inter alia*, in the business of (i) Real Estate and (ii) Trading in Painting / Shares & Securities. The Demerged Company is part of the Emami Group.

### BOARD OF DIRECTORS OF ORIENTAL SALES

The Board of Directors of Oriental Sales comprises the following directors:

Sr. No.	Name and Designation	Qualification	Experience including current / past position held in other firms
1	Mr. Sandeep Jhunjhunwala, Director	FCA, ACWA & B.com	Mr. Jhunjhunwala is a result driven professional with diversified experience of 25 years in Real Estate, Service and Manufacturing Industry in the field of Accounts, Finance, Budgeting, MIS, Secretarial & Taxation and is currently working as the AVP-Finance & Accounts at Emami Realty Limited. Prior to this, Mr. Jhunjhunwala has been associated with AMRI Hospitals Limited, RDB Industries Limited, Kolkata, Pt. Wishma Nugra Santana, Jakarta, Indonesia, Wright India Pvt Ltd, Kolkata and Emami Limited, Kolkata and has consistently grown across hierarchy and successfully delivered at senior to top-level positions.
2	Mr. Narayan Poddar, Director	Chartered Accountant	Mr. Narayan Poddar is a Chartered Accountant and has more than 18 years of rich experience in the field of Finance & Accounts. Currently Mr. Poddar is employed with AMRI Hospitals Limited in the capacity of Assistant General Manager - Accounts & Finance.

## OBJECTS OF THE SCHEME

The Scheme shall achieve the following:

- Consolidation and growth of Real Estate Undertaking: The demerger will enable Resulting Company to consolidate similar businesses into a single company. This will enable Resulting Company with an opportunity to provide services in a seamless manner to its customers. Further, this will also help Resulting Company to demonstrate its capability and provide competitive advantages vis-a-vis its competitors.
- Focused Management, Organization Efficiency and Operational Synergies: Consolidation of the business into a single consolidated entity shall enable focused strategies, management, investment and leadership for the consolidated entity and further result into organization efficiency and operational synergies; by unlocking value since the business and profits will accrue to a single entity i.e. Resulting Company;
- Efficiency in Fund raising for harnessing future growth: Demerger of Real Estate Undertaking in Resulting Company directly shall facilitate and provide adequate opportunities to mobilize the financial resources of Resulting Company for the growth of the Real Estate Undertaking and also streamline the process for fund raising;

## SHAREHOLDING PATTERN OF ORIENTAL SALES (PRE & POST DEMERGER)

Shareholding pattern of Oriental Sales, Pre and post demerger is as under:

Sr. No.	Description	No. of Shares	%
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>(1)</b>	<b>Indian</b>		
(a)	Individuals / Hindu Undivided Family	665000	19.00
(b)	Central Government /State Government(s)		
(c)	Financial Institutions / Banks		
(d)	Any Other		
	- Bodies Corporate	2835000	81.00
	<b>Sub-Total (A) (1)</b>	<b>3500000</b>	<b>100.00</b>
<b>(2)</b>	<b>Foreign</b>		
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)		
(b)	Bodies Corporate		
(c)	Institutions		
(d)	Any Other		
	<b>Sub-Total (A) (2)</b>		
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>3500000</b>	<b>100.00</b>
<b>(B)</b>	<b>Public Shareholding</b>		
<b>(1)</b>	<b>Institutions</b>		
(a)	Mutual Funds/UTI		
(b)	Financial Institutions /Banks		
(c)	Venture Capital Funds		
(d)	Insurance Companies		
(e)	Foreign Institutional Investors / Foreign Portfolio Investors (Corporate)		
(f)	Foreign Venture Capital Investors		
(g)	Alternative Investment Fund		
(h)	Any Other		
	<b>Sub-Total (B)(1)</b>		

<b>(2)</b>	<b>Central Government/State Government(s)</b>		
	<b>Sub-Total (B)(2)</b>		
<b>(3)</b>			
<b>(a)</b>	<b>Individuals -</b>		
i	Individual shareholders holding nominal share capital upto Rs. 2 lakhs		
ii	Individual shareholders holding nominal share capital in excess of ` 2 lakhs		
(b)	NBFCs registered with RBI		
(c)	Overseas Depositories (holding DRs) (balancing figure)		
(d)	Any Other		
	- Bodies Corporate		
	- Clearing Members		
	- Directors and their Relatives		
	- Foreign Nationals		
	- Foreign Portfolio Investors (Individual)		
	- HUF		
	- IEPF		
	- LLP		
	- Non-Resident Indian		
	- OCBs/Foreign Companies		
	- Trusts		
	<b>Sub-total (B)(3)</b>		
	<b>Total Public Shareholding (B) = (B)(1)+ (B)(2)+(B)(3)</b>		
	<b>TOTAL (A)+(B)</b>	<b>3500000</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>3500000</b>	<b>100.00</b>

#### SHAREHOLDING PATTERN OF EMAMI REALTY (PRE & POST DEMERGER)

The Shareholding pattern of Emami Realty, Pre and Post demerger is as under:

Sr. No.	Description	Pre-arrangement		Post-arrangement	
		No. of Shares	%	No. of Shares	%
		<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>(1)</b>	<b>Indian</b>				
(a)	Individuals / Hindu Undivided Family	798552	2.86	2680502	7.08
(b)	Central Government /State Government(s)				
(c)	Financial Institutions / Banks				
(d)	Any Other				
	- Bodies Corporate	13310427	47.64	21333477	56.38
	<b>Sub-Total (A) (1)</b>	<b>14108979</b>	<b>50.50</b>	<b>24013979</b>	<b>63.46</b>
<b>(2)</b>	<b>Foreign</b>				
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	171	0.00	171	0.00
(b)	Bodies Corporate				
(c)	Institutions				
(d)	Any Other				
	<b>Sub-Total (A) (2)</b>	<b>171</b>	<b>0.00</b>	<b>171</b>	<b>0.00</b>

	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>14109150</b>	<b>50.50</b>	<b>24014150</b>	<b>63.46</b>
<b>(B)</b>	<b>Public Shareholding</b>				
<b>(1)</b>	<b>Institutions</b>				
(a)	Mutual Funds/UTI				
(b)	Financial Institutions /Banks	5586	0.02	5586	0.01
(c)	Venture Capital Funds				
(d)	Insurance Companies				
(e)	Foreign Institutional Investors / Foreign Portfolio Investors (Corporate)	35000	0.13	35000	0.09
(f)	Foreign Venture Capital Investors				
(g)	Alternative Investment Fund				
(h)	Any Other				
	<b>Sub-Total (B)(1)</b>	<b>40586</b>	<b>0.15</b>	<b>40586</b>	<b>0.10</b>
<b>(2)</b>	<b>Central Government/State Government(s)</b>	1000	0.00	1000	0.00
	<b>Sub-Total (B)(2)</b>	<b>1000</b>	<b>0.00</b>	<b>1000</b>	<b>0.00</b>
<b>(3)</b>					
<b>(a)</b>	<b>Individuals -</b>				
i	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	8335080	29.83	8335080	22.02
ii	Individual shareholders holding nominal share capital in excess of ` 2 lakhs	521508	1.87	521508	1.38
(b)	NBFCs registered with RBI	32500	0.12	32500	0.09
(c)	Overseas Depositories (holding DRs) (balancing figure)				
(d)	Any Other				
	- Bodies Corporate	4669653	16.71	4669653	12.34
	- Clearing Members	42048	0.15	42048	0.11
	- Directors and their Relatives				
	- Foreign Nationals				
	- Foreign Portfolio Investors (Individual)				
	- HUF				
	- IEPF				
	- LLP				
	- Non-Resident Indian	187329	0.67	187329	0.50
	- OCBs/Foreign Companies				
	- Trusts	35	0.00	35	0.00
	<b>Sub-total (B)(3)</b>	<b>13788153</b>	<b>49.35</b>	<b>13788153</b>	<b>36.44</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	<b>13829739</b>	<b>49.50</b>	<b>13829739</b>	<b>36.54</b>
	<b>TOTAL (A)+(B)</b>	<b>27938889</b>	<b>100.00</b>	<b>37843889</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which DRs have been issued</b>	0	0	0	0
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>27938889</b>	<b>100.00</b>	<b>37843889</b>	<b>100.00</b>

**AUDITED STANDALONE FINANCIALS OF ORIENTAL SALES**

Particulars	1 <sup>st</sup> Apr 2020 to 31 <sup>st</sup> Dec 2020	FY2019- 20	FY2018- 19	FY2017 -18	FY2016- 17	FY2015- 16
<b>(Figures in INR Lacs)</b>						
Total Income	4,757.66	14,707.11	350.04	623.66	396.18	1,947.57
Profit / (Loss) before Extraordinary Items and Tax	1,272.30	9,001.38	18.07	27.52	-523.71	-348.44
Profit/(Loss) after Extraordinary Items and Tax	1,222.36	7,077.78	18.07	27.52	-523.71	-348.44
Equity Share Capital	350.00	350.00	350.00	350.00	350.00	350.00
Reserves and Surplus	8,113.10	6,890.74	-187.04	-205.11	-232.62	291.08
Net Worth	8,463.10	7,240.74	162.96	144.89	117.38	641.08
Basic Earnings per share (Rs.)	34.92	202.22	0.52	0.79	-14.96	-9.96
Diluted Earnings per Share (Rs.)	34.92	202.22	0.52	0.79	-14.96	-9.96
Return on Net Worth (%)	14	98	11	19	-	-
Net Asset Value per share	241.80	206.88	4.66	4.14	3.35	18.32

**AUDITED CONSOLIDATED FINANCIALS OF ORIENTAL SALES**

Particulars	FY2019- 20	FY2018- 19	FY2017- 18	FY2016- 17	FY2015- 16
<b>(Figures in INR Lacs)</b>					
Total Income	14,707.11	350.04	623.66	396.18	1,947.57
Profit / (Loss) before Extraordinary Items and Tax	9,001.38	18.07	27.52	-523.71	-348.44
Profit/(Loss) after Extraordinary Items and Tax	7,077.73	18.08	27.49	-523.71	-348.44
Equity Share Capital	350.00	350.00	350.00	350.00	350.00
Reserves and Surplus	6,883.81	-193.92	-212.00	-239.49	284.23
Net Worth	7,233.81	156.08	138.00	110.51	634.23
Basic Earnings per share (Rs.)	202.22	0.52	0.79	-14.96	-9.96
Diluted Earnings per Share (Rs.)	202.22	0.52	0.79	-14.96	-9.96
Return on Net Worth (%)	98	12	20	-	-
Net Asset Value per share	206.68	4.46	3.94	3.16	18.12

**INTERNAL RISK FACTORS**

Implementation of the Scheme completely depends upon the approval of the regulatory authorities. Any modification / revision by the competent authorities may delay the completion of the process.

Oriental Sales is a real estate company hence, subjected to general associated risk of market slowdown and adverse policy changes.

Pursuant to the Scheme, all assets and liabilities of Real Estate Undertaking of Oriental Sales are being transferred to Emami Realty. There may be potential risks regarding business, financial, tax and regulatory matters in Oriental Sales which may have an adverse impact on Emami Realty.



## SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

Total number of exclusive material outstanding litigations by and against Oriental Sales Agencies (India) Private Limited (Demerged Company) and amount involved as on December 31, 2020:-

There are no exclusive outstanding litigations being material against Oriental Sales Agencies (India) Private Limited specially relating to Demerged Undertaking of the Demerged Company, namely the Real Estate Undertaking.

However 2 litigations involving Oriental Sales Agencies (India) Private Limited even though not connected with Demerged Undertaking, are stated herein below:-

- i. The Demerged Company had furnished a Bank guarantee of Rs. 200 Lakhs (Rupees Two Hundred Lakhs) in favour of NTPC Ltd. towards Bid Security for participating in a Request for Selection (RfS) for setting up a Solar power plant in the state of Rajasthan, which was encashed by them without any justifiable reason contrary to the terms of the RfS. The Company filed a Writ Petition before the Hon'ble High Court of Delhi, *inter alia*, claiming the refund of the aforesaid amount. Ld. Single Judge of the Hon'ble Court vide order dated 3<sup>rd</sup> January, 2019 set aside the encashment and directed NTPC to refund the amount recovered from the Demerged Company within a period of two weeks from the date of Order. NTPC has now filed Letter Patents Appeal with Division Bench of Hon'ble Delhi High Court to set aside the judgement dated 3<sup>rd</sup> January, 2019 passed by Ld. Single judge. Hearing on the aforesaid matter is under process. The Company is hopeful of a favourable outcome.
- ii. The Demerged Company has lodged a FIR in Bap P.S., Jodhpur, Rajasthan, on 22<sup>nd</sup> November, 2019 for sale of landed property in Jodhpur by forgery, whose approximate value as on 31<sup>st</sup> December, 2020 is Rs. 6 Crores. The Demerged Company also filed Civil Suit and Revenue Suit in Jodhpur. The Demerged Company has obtained stay from the Court for dealing in such land by any person, till further orders.

No regulatory action and/or disciplinary action has been taken by SEBI or Stock Exchanges against the Promoters of the Demerged Company in last 5 financial years.

There are no outstanding criminal proceedings against the Promoters of the Demerged Company.

## ANY OTHER IMPORTANT INFORMATION OF ORIENTAL SALES

- Authority for the issue - The Scheme was approved by the Board of Directors of Emami Realty in their meeting held on 5<sup>th</sup> March, 2020 and Oriental Sales on 5<sup>th</sup> March, 2020. The Scheme is subject to approval from the SEBI, Shareholders, Stock Exchanges, National Company Law Tribunal, etc.
- Expert Opinion obtained, if any - Share Exchange Report and Fairness Opinion
- Material Contracts and Documents for Inspection:
  1. Memorandum & Articles of Association
  2. Financial Statements and latest Shareholding Pattern
  3. Draft Scheme of Arrangement for Demerger
  4. Share Exchange Ratio Report and Fairness Opinion pursuant for the Scheme

**DECLARATION**

We hereby declare that all applicable provisions of the format of an abridged prospectus as set out in the SEBI Circular and Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 have been complied with. We further certify that all statements with respect to us in this document are true and correct.

**For ORIENTAL SALES AGENCIES (INDIA) PRIVATE LIMITED**

Sd/-  
**SANDEEP JHUNJHUNWALA**  
**DIRECTOR**  
**(DIN: 06433099)**

Date: 30<sup>th</sup> January, 2021  
Place: Kolkata