



emami* realty limited
(formerly emami* Infrastructure Limited)

Ref: ERL/SECRETARIAL/2020-21/589

8th September, 2020

To,

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

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

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

Respected Sir/ Madam,

Sub: Intimation of 12th Annual General Meeting of the Company, Remote E-voting Information & Book Closure

Notice is hereby given that the 12th Annual General Meeting (AGM) of the Members of Emami Realty Limited will be held on **Wednesday, 30th September, 2020, at 11.30 A.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses as set out in the Notice dated 30th June, 2020 which is being sent through electronic mode to the members whose email addresses are registered with the Company or relevant Depositories in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India. A copy of the said Notice is enclosed herewith.

Notice is also hereby given that pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 91 of the Companies Act, 2013 that the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive)** for the purpose of AGM of the Company.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members, the facility to cast their vote by electronic means on all the resolutions mentioned in the notice. The Company has fixed **23rd September, 2020 as the Cut-off date** for the purpose of determining eligibility of shareholders to cast their votes by remote e-voting /electronically at the AGM.

We provide the following information in respect of Book Closure:

Security Code	Type of Security	Date of Book Closure	Purpose
BSE: EMAMIREAL 533218 NSE: EMAMIREAL CSE: 015214	Equity Shares	24 th September, 2020 to 30 th September, 2020	Annual General Meeting

You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,

For Emami Realty Limited

Payel Agarwal

Payel Agarwal
Company Secretary

ACS: 22418

Encl.: As above





emami*

Emami Realty Limited

(formerly Emami Infrastructure Limited)

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107,

Tel: 022 6625 1200; E-mail: infra@emamirealty.com Website: www.emamirealty.com

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Emami Realty Limited will be held on Wednesday, 30th September, 2020, at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Basant Kumar Parakh (DIN: 00103176), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Dr. Nitesh Kumar Gupta (DIN: 08756907) who, pursuant to Section 161 of the Act and the Articles of Association of the Company was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 30th June, 2020 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, and the recommendations of Nomination and Remuneration Committee and Audit Committee in this respect, Dr. Nitesh

Kumar Gupta (DIN: 08756907), be and is hereby appointed as the Managing Director & CEO of the Company for a period of 5 (five) years w.e.f. 30th June, 2020 with payment of remuneration for a period of 3 (three) years on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 30th June, 2020, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors to revise, enhance, alter or vary the said terms & conditions of appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee in such manner as may be agreed to by the Board of Directors within the maximum amounts payable to the Directors in terms of the provisions of the Act.

RESOLVED FURTHER THAT in the event of any of the conditions specified in Schedule V to the Act not being fulfilled, Dr. Kumar may be paid the above mentioned remuneration as minimum remuneration in case of absence or inadequacy of profits in any financial year during his term of office, subject to requisite approvals."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation") and upon the recommendation of the Nomination and Remuneration Committee, Mr. Debasish Bhaumik (DIN: 06933306), who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-

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appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 22nd July, 2021.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded for continuation of office of Mr. Bhaumik as Independent Director of the Company, on his attaining the age of 75 years during his term of 5 years commencing from 22nd July, 2021.

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

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

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee and the Audit Committee, consent of the members be and is hereby accorded for payment of remuneration to Mr. Girija Kumar Choudhary, Whole-Time Director & CFO of the Company, w.e.f. 1st April, 2020 as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 30th June, 2020, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved.

RESOLVED FURTHER THAT in the event of any of the conditions specified in Schedule V to the Companies Act, 2013, not being fulfilled, Mr. Choudhary may be paid the above mentioned remuneration as minimum remuneration in case of absence or inadequacy of profits in any financial year during his term of office, subject to requisite approvals."

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

"RESOLVED THAT in partial modification to the resolutions passed by the members on 29th September, 2016, 27th February, 2017, 21st September, 2017 and 19th September, 2019 under the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, the members do hereby approve the arrangements/ transactions/ contracts hitherto entered or to be entered into by the Company with related parties as detailed in the Explanatory Statement annexed to this Notice, including any other transfer of resources, services or

obligations with the said related parties.

RESOLVED FURTHER THAT pursuant to the consent of Audit Committee and Board of Directors and in partial modification to the resolutions passed by the members on 21st September, 2017, the members do hereby confirm, approve and ratify the arrangements/ transactions/ contracts hitherto entered or to be entered into by the Company with Magnificent Vyapaar LLP, a related party of the Company, as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ modification/ ratification/ amendments to or termination thereof, of the above arrangement/ transactions/ contracts and to perform all other obligations in terms of such arrangements/ transactions/ contracts with the related party(ies) and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related party(ies)."

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

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

borrowing limits of the Company as may be approved by the members from time to time, on such terms and conditions including the price, coupon, premium/discount, tenor etc., as may be determined by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid

Resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company."

By Order of the Board
For **Emami Realty Limited**
(formerly Emami Infrastructure Limited)

Payel Agarwal

Company Secretary

M. No. A22418

Place: Kolkata

Date: 30th June, 2020

NOTES:

1. In view of the outbreak of the Covid-19 pandemic and restriction imposed on movement of people at several places in the country, the Ministry of Corporate Affairs ("MCA") vide its Circular No.20/2020 dated 5th May, 2020 read with Circular No.14/2020 dated 8th April, 2020 and Circular No.17/2020 dated 13th April, 2020 (collectively referred to as "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) have permitted the holding of the Annual General Meeting ("AGM") 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") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route map are not annexed to this Notice.
3. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107, which shall be deemed to be venue of the meeting.
4. Institutional/ Corporate members (i.e. other than individual / HUF, NRI, etc.) intending to send their

authorized representatives 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 AGM through VC / OAVM on its behalf and to vote through remote e-voting. 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 scrutinizermkb@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 AGM.
6. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Book of the Company shall remain closed from Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive) for the purpose of this AGM.
7. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 3, 4, 5, 6 and 7 as set out above is annexed hereto.

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8. DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDs

- In view of the prevailing situation and pursuant to the aforesaid MCA and SEBI Circulars, Notice of the 12th AGM along with the Annual Report 2019-20 is being sent only through electronic mode to the members whose email addresses are registered with the Company or relevant Depositories. Members may also note that the Notice of the 12th AGM and the Annual Report for the Financial Year 2019-20 including therein the Audited Financial Statements will be available on the Company's website at www.emamirealty.com, websites of BSE and NSE at <https://www.bseindia.com> and <https://www.nseindia.com>, respectively and website of CDSL at <https://www.evotingindia.com> for their view/download.
- Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at infra@emamirealty.com along with the copy of the signed request letter mentioning the Folio No., name and address of the Member along with scanned copy of the share certificate (front/ back), self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License / Election Identity Card / Passport) in support of the address of the Member. Alternatively, the shareholders holding shares in physical form may also visit the link given below and update their details <http://mdpl.in/form/email-update>.
- Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.

9. PROCEDURE & INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM 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. All the businesses to be transacted at the AGM can be transacted through electronic voting system.

- (b) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
From 9.00 A.M. (IST) on Saturday, 26 th September, 2020	Up to 5.00 P.M. (IST) on Tuesday, 29 th September, 2020

- (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. Wednesday, 23rd September, 2020 only shall be entitled to avail the facility of remote e-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
 - (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 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:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field–Sequence number is communicated in the Covering Letter.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field.</p>

(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 resolutions 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 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.

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- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 and to the Company at infra@emamirealty.com or to M/s 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

B. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS FOLLOWS:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any votes are cast by the shareholders through the e-voting available during the AGM 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 AGM. However, they will not be eligible to vote at the AGM.

C. PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

- Members will be provided with a facility to attend the AGM 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 AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM.
- Members attending the AGM 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 AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to 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 or call on 022-23058542/43.

D. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- As the AGM is being conducted through VC/ OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to send their queries by 5.00 p.m. on Friday, 18th September, 2020 from their registered email ID mentioning their name, demat account number / folio number, mobile number, to 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 AGM 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 from Tuesday, 22nd September, 2020 to Friday, 25th September, 2020. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

E. PROCEDURE FOR INSPECTION OF DOCUMENTS

- All documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection on making a request to the Company through your registered email ID on infra@emamirealty.com, quoting your name, demat account number / folio number, mobile number.
- Scanned copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of Act, 2013 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

F. GENERAL INFORMATION FOR SHAREHOLDERS

- SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in

electronic form are, therefore requested to submit the PAN to the Depository Participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.

- Disclosure pursuant to Section 196(4) of Act, Regulation 36(3) of the SEBI Listing Regulations, and Secretarial Standard-2 of ICSI, with respect to Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting is annexed.
- Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the Registrar and Share Transfer Agents (RTA). In respect of shares held in Electronic/Demat form, members may please contact their respective Depository Participants.
- SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id with the RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically.
- The Company has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary (Membership no-A11470/CP7596) of M/s. MKB & Associates, Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
- The Scrutinizer shall, after the conclusion of AGM, first count the votes cast at the AGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty eight) hours of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
- The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.emamirealty.com and on the website of CDSL www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be

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deemed to be passed on the date of the AGM i.e. 30th September, 2020.

- Pursuant to the provisions of Regulation 40 of the SEBI Listing Regulations, securities can be transferred only

in dematerialised form w.e.f. 1st April, 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates.

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

Item No. 3

Dr. Nitesh Kumar Gupta was appointed as the Chief Executive Officer of the Company w.e.f. 20th November, 2018. Given his expertise, knowledge and experience and considering the valuable contribution made by Dr. Kumar as CEO of the Company, the Board of Directors at its meeting held on 30th June, 2020, on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, have approved the appointment of Dr. Nitesh Kumar Gupta, being the CEO, as an Additional Director and subject to the approval of the Members, as the Managing Director & CEO of the Company for a period of 5 (five) years w.e.f. 30th June, 2020 with payment of remuneration for a period of 3 (three) years on the terms and conditions as contained in the Agreement dated 30th June, 2020.

In accordance with the provisions of Section 161 of the Companies Act, 2013, ("Act") Dr. Nitesh Kumar Gupta shall hold office up to the date of this AGM and shall be eligible for election subject to the approval of the Members at this AGM. In accordance with the provisions of Section 196, 197 and 203 and other applicable provisions of the Act, approval of the Members is required for appointment of Dr. Nitesh Kumar Gupta as the Managing Director & CEO of the Company with effect from 30th June, 2020. In accordance with the provisions of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Dr. Nitesh Kumar Gupta to be appointed as Director of the Company.

The material terms of appointment and remuneration as contained in the Agreement dated 30th June, 2020 entered with Dr. Nitesh Kumar Gupta, are given below:

1. Remuneration:
 - a. Basic Salary in the range of ₹ 6,00,000/- to ₹ 15,00,000/- per month, with such annual increment as may be recommended by the Nomination and Remuneration Committee from time to time and approved by the Board of Directors, subject to compliance with the conditions specified in Schedule V to the Companies Act, 2013 as amended;

- b. Perquisites and other benefits:

Besides the above salary, Dr. Kumar will be entitled to the perquisites and other benefits including House Rent Allowance, Meal Allowance, Children Allowance and/or any other allowance/perquisite as may be decided by the Board.

- c. Gratuity will be payable as per Rules of the Company.
 - d. Leave as per Rules of the Company, including encashment of un-availed leave at the end of tenure.
 - e. Reimbursements: Reimbursement of travel, stay and other expenses actually and properly incurred in the course of business as per Company's policy.
2. Other terms:
 - a. The Managing Director & CEO shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee(s) thereof, from the date of his appointment.
 - b. The Managing Director & CEO shall, unless prevented by ill health or disability throughout the said term devote adequate time, attention and abilities to the business of the Company and in all respect confirm to and comply with the discretions given and regulations made by the Board and he shall well and faithfully serve the company and use his best endeavor to promote the interest of the Company.
 - c. The Managing Director & CEO shall not be liable to retire by rotation.
 - d. This agreement can be terminated by either party by giving three months' prior notice of such termination in writing.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of remuneration in the event of loss or inadequacy of profits. Your Directors seek your approval to the said resolution. Except Dr. Kumar and his relatives, none of the Directors or Key Managerial

Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

Additional information in respect of Dr. Nitesh Kumar Gupta, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given in Annexure to this Notice.

Copy of the agreement dated 30th June, 2020 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to infra@emamirealty.com upto the date of AGM.

Item No. 4

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Act and the SEBI Listing Regulations, the Board has proposed re-appointment of Mr. Debasish Bhaumik as Independent Director of the Company at this AGM for a second term of 5 (five) years, with effect from 22nd July, 2021.

The Nomination and Remuneration Committee at its meeting held on 30th June, 2020, evaluated the performance of Mr. Bhuamik. Based on his experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from him and concluded that his individual performance was satisfactory.

In terms of the SEBI Listing Regulations, consent of the members by way of Special Resolution is also required for appointment of a person as Non-Executive Director or continuation of directorship of any person as Non-Executive Director who has attained the age of 75 years. Mr. Bhuamik will attain the age of 75 years during his second term ending on 21st July, 2026. This Special Resolution, once passed shall also be deemed as your approval under the aforesaid Regulations, for continuation of Mr. Bhuamik as an Independent Director of the Company beyond the age of 75 years.

The Company has received a declaration to the effect that Mr. Bhaumik meets the criteria of Independence as provided under section 149(6) of the Act and the SEBI Listing Regulations.

In the opinion of the Board, Mr. Bhaumik fulfills the conditions specified in the Act and rules made thereunder, for re-appointment as Independent Director of the Company.

The Board considers that his continued association would

be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Mr. Bhaumik as Independent Director, for your approval.

Disclosures required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 is provided as Annexure to the Notice.

A copy of the draft Letter of re-appointment of Mr. Bhaumik, setting out terms and conditions of his re-appointment, shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to infra@emamirealty.com upto the date of Annual General Meeting.

Except Mr. Debasish Bhaumik, being the appointee and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

Item No. 5

Mr. Girja Kumar Choudhary was re-appointed as the Whole Time Director & CFO of the Company w.e.f 15th May 2017 for a period of 5 years which has been approved by the shareholders in the 9th Annual General Meeting held on 21st September, 2017. Further, the payment of remuneration to Mr. Choudhary was approved from 15th May, 2017 to 31st March, 2020 in terms of Schedule V to the Act. Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee and subject to the approval of members, the Board in its meeting held on 30th June, 2020 has approved payment of following remuneration to Mr. Choudhary, w.e.f. 1st April, 2020:

- a. Basic Salary of ₹ 7,25,000/- per month, alongwith perquisites and other benefits including HRA, contribution to Provident Fund, contribution to National Pension Scheme, LTA etc. and/or any other allowance/perquisite as may be decided by the Board.
- b. Any expenditure wholly and exclusively incurred for the business of the Company will not be treated as remuneration. Such expenditure will either be paid by the Company directly or reimbursed to him.

This resolution is being proposed as a special resolution in view of the relevant provisions of Schedule V to the Act requiring a special resolution for payment of remuneration in the event of loss or inadequacy of profits.

Your Directors seek your approval to the said resolution.

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Except Mr. Choudhary and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

Copy of the agreement dated 30th June, 2020 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to infra@emamirealty.com upto the date of Annual General Meeting.

Item No. 6

In terms of Regulation 23(4) of the SEBI Listing Regulations, all material transactions with related parties as per 2(1)(zb) of the SEBI Listing Regulations, i.e., transactions which individually or taken together exceeds 10% of the annual consolidated

turnover of the listed entity as per the last audited financial statements of the listed entity, require approval of the members and the related parties shall not vote to approve such resolution. Further, in terms of the provisions of Section 188(1) of the Act that govern the related party transactions, a company is required to obtain prior approval of shareholders if the value of transaction with related party exceeds the 10% of turnover of the Company.

In view of the business requirements of the Company, the Board of Directors, based on the recommendations of the Audit Committee, has proposed variation in the limits of related party transactions approved by the members earlier and also inclusion of further party in the list, being related party within the meaning of the Act and the SEBI Listing Regulations.

Information required to be provided under Rule 15(3) of the Companies (Meeting of the Board and its Power) Rules, 2014 is as under:

Name of the Related Parties	Name of the director or KMP who is related	Nature of Relationship	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year
Dev Infracity Pvt. Ltd. Raj Infracity Pvt. Ltd.	Mr. Rajesh Bansal is a Director / member	Entity over which one KMP has significant influence.	Loan/ Interest/ Inventories/ Reimbursement of expenses/ Corporate Guarantee/ Commission/ Advance /JDA Deposit/ Purchase of Investments/ Security/ Sale/ Purchase/ Provision of Services and any other transfer of resources, services or obligations with the said related parties	Aggregate limit of ₹ 6,000 Crores severally and / or jointly
Muskan Infracity Pvt. Ltd.	Mr. Rajesh Bansal is a Director	-		
Suntrack Commerce Pvt. Ltd., Bhanu Vyapaar Pvt. Ltd. Diwakar Viniyog Pvt. Ltd., Suraj Viniyog Pvt. Ltd., PAN Emami Cosmed Ltd., Emami Capital Markets Ltd., Prabhakar Viniyog Pvt. Ltd., Raviraj Viniyog Pvt. Ltd., TMT Viniyog Pvt. Ltd., Emami Frankross Ltd.	None (except Mr. Debasish Bhaumik who is a director in Emami Frankross Ltd.)	Promoter companies		
Jhansi Properties Pvt. Ltd. Emami Estates Pvt. Ltd. Paradise Agriculture Pvt. Ltd., Creative Cultivation Pvt. Ltd., Oriental Sales Agencies (India) Pvt. Ltd. Emami Home Pvt. Ltd. Emami Agrotech Ltd., Newway Constructions Ltd., Midkot Trades Pvt. Ltd., Sneha Abasan Pvt. Ltd., Sneha Niketan Pvt. Ltd., Sneha Gardens Pvt. Ltd., Sneha Enclave Pvt. Ltd., Sundew Finance Pvt. Ltd.	None (except Mr. Hari Mohan Marda who is a director in Creative Cultivation Pvt. Ltd.)	Entities where Promoters have significant influence	The said Corporate Guarantee/security shall be as per the requirement of Banks/ financial institutions/ NBFCs or any other Lenders.	

Any other information relevant or important for the members to take a decision on the proposed resolution: The proposed contracts/ arrangements/ transactions of inter corporate loan(s) or any sale /purchase /service contract transaction(s) or any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or a combination thereof are as per the Company's Policy on Materiality of and Dealing with Related Party Transactions, so the same may be decided by the Board of Directors at relevant time as mutually agreed between the parties within the overall limits approved by the members.

The Audit Committee has approved the abovesaid related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

The Members in their Annual General Meeting held on 21st September, 2017 has given its approval for related party transactions in nature of Loan/ Advance/interest / reimbursement upto an amount of ₹ 5 Crores, with Magnificent Vyapaar LLP, entity wherein the Company's Promoters have significant influence. The Board of Directors, on the recommendations of the Audit Committee, in their meeting held on 11th November, 2019, has approved increase in such limit to the extent of ₹ 30 Crores, per financial year (from financial year 2019-20 onwards), which is submitted for approval of the Members. No Director/KMP of the Company is related to Magnificent Vyapaar LLP.

Accordingly, approval of the members is sought under Regulation 23(4) of Listing Regulations, for entering into related party transactions as mentioned above, by way of an ordinary resolution.

Your Directors recommend the resolution for members' approval by way of an Ordinary Resolution.

Except as mentioned above, none of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 7

The Company in the ordinary course of its business is required to borrow from time to time by way of loans, issue of debentures (secured or unsecured)/bonds and/or other debt instruments on private placement basis. The inter-mix of borrowings by the Company depends upon the market

conditions, cost of funds, tenor and security available, etc.

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

In terms of applicable provisions of the Act and rules framed thereunder, the Company can issue securities on a private placement basis subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by means of a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it would be sufficient if the Company passes Special Resolution only once in a year for all offer(s) or invitation(s) for such NCDs issued on a private placement basis during the year which shall be within the limit of which the approval being sought.

Consent of the Members is therefore, sought in connection with the aforesaid issue of NCDs including but not limited to subordinated debentures, bonds etc. on private placement basis redeemable at par or premium, as the case may be, within the overall borrowing limits as approved by the Members from time to time, in one or more tranches, during a period of one year from the date of passing of this resolution.

The Directors recommend the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board
For **Emami Realty Limited**
(formerly Emami Infrastructure Limited)

Place: Kolkata
Date: 30th June, 2020

Payel Agarwal
Company Secretary
M. No. A22418

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

Name of the Director	Dr. Nitesh Kumar Gupta	Mr. Debasish Bhaumik
DIN	08756907	06933306
Date of Birth	23 rd May, 1971	24 th November, 1948
Age (in years)	49	72
Educational Qualification	PhD as well as a Double Post Graduate in Management	B.Sc and LLB
Experience (including expertise in specific functional areas)/ Brief resume	<p>He has a trailblazing experience of over 27 years and has served over 12 years as Senior level Management.</p> <p>His fields of expertise pans through real estate development, strategic planning, marketing, mergers & acquisitions and branding. He is a keen planner and strategist with expertise in new product launching, new business & market development, product positioning and achieving sales and profitability targets for the company. Having qualities of an inspirational leader coupled with entrepreneurial skills, strong business acumen and analytical skills, he believes in ground zero hands-on management to improvise proven management tools. Leading from the front, he evolves a team culture that emphasizes the importance of members and recognizes the value they bring to the organization. He has amassed extensive industry experience in identifying growth opportunities and undertaking negotiations for strategic partnerships in new markets. His across-the-board experience and strategic decision making has facilitated writing several commercial success stories.</p> <p>He has served in various capacities in many top corporates including Indiabulls Real Estate Ltd. He is a wizard in turnkey management to actualize a real estate development vision into a reality. From feasibility studies, land acquisitions, architectural planning in coordination with architects, business development, marketing strategies, advertising & PR to Post-Sales Appraisals and CRM, is his forte. With such wide exposure, HR, General Administration and Operations are just second skin to him.</p>	<p>He is a retired Indian Revenue Service Officer. He has a working experience in Income Tax Department, Ministry of Finance for 37 years. He is practicing as an Advocate of Calcutta High Court for last 6 years.</p>

Date of first appointment on the Board	30 th June, 2020	22 nd July, 2016
Terms and Conditions of Appointment/ Re-appointment	Proposed to be appointed as the Managing Director & CEO for a period of 5 years as per Notice convening the 12 th AGM read with explanatory statement thereto	Proposed to be re-appointed as the Independent Director for another period of 5 years as per Notice convening the 12 th AGM read with explanatory statement thereto
Last drawn remuneration	Refer Corporate Governance Report section of the Annual Report 2019-20	Refer Corporate Governance Report section of the Annual Report 2019-20
Details of Remuneration sought to be paid	Refer to the Explanatory Statement above	No approval sought for remuneration. Eligible for sitting fees for attending meetings of the Board and Committees in which he is a member.
Shareholding in the Company	NIL	NIL
Number of meetings of the Board attended during the financial year	NA	Refer Corporate Governance Report section of the Annual Report 2019-20
Directorships in other companies	Listed None Unlisted 1. South City Projects (Kolkata) Limited	Listed 1. Emami Frank Ross Limited Unlisted 1. Emami Agrotech Limited 2. CRI Ltd.
Membership/ Chairmanship of Committees of the Boards of other Companies	None	Member: 1. Audit Committee - Emami Frank Ross Limited 2. Audit Committee - Emami Agrotech Limited
Disclosure of relationship between directors inter-se	None	None

Disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 in respect of Item No. 3 is stated herein below:

1. General information:
 - 1 Nature of Industry: Real Estate Development
 - 2 Date or expected date of commencement of commercial production: The Company was incorporated on January 04, 2008 as a private limited company. The Company had since commenced the business
 - 3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
 - 4 The financial performance of the Company during the preceding three financial years is as under:

(₹ in Lakhs)

Particulars	2019-20	2018-19	2017-18
Total Income	1,07,304.19	19,532.28	12,029.91
Total Expense	1,24,115.94	19,330.20	11,753.43
Profit/(Loss) Before tax	(16,811.75)	202.08	276.48
Profit/(Loss) After tax	(11,156.60)	73.00	378.85

- 5 Foreign investments or collaborators, if any

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II. Information about the appointee: Dr. Nitesh Kumar Gupta

1	Background details: Dr. Nitesh Kumar Gupta is a PhD as well as a Double Post Graduate in Management. With a trailblazing experience of over 27 years, he has served over 12 years as Senior level Management.						
2	Past remuneration: During the Financial Year 2019-20, Dr. Kumar received ₹ 273.94 Lakhs as the CEO of the Company						
3	Recognition or awards: <table border="1" style="margin-left: 20px;"> <tr> <td>(i)</td> <td>Best CEO of the year – Construction Times Builders Award 2015</td> </tr> <tr> <td>(ii)</td> <td>Estate World – Rated as 25 Best Real Estate Professional 2012</td> </tr> <tr> <td>(iii)</td> <td>Real Estate Most Enterprising COO of the Year- World Achievers Real Estate Awards'13</td> </tr> </table>	(i)	Best CEO of the year – Construction Times Builders Award 2015	(ii)	Estate World – Rated as 25 Best Real Estate Professional 2012	(iii)	Real Estate Most Enterprising COO of the Year- World Achievers Real Estate Awards'13
(i)	Best CEO of the year – Construction Times Builders Award 2015						
(ii)	Estate World – Rated as 25 Best Real Estate Professional 2012						
(iii)	Real Estate Most Enterprising COO of the Year- World Achievers Real Estate Awards'13						
4	Job profile and his suitability: Dr. Kumar plays a pivotal role in the Company's projects having pan India presence. His fields of expertise pans through real estate development, strategic planning, marketing, mergers & acquisitions and branding. He is a keen planner and strategist with expertise in new product launching, new business & market development, product positioning and achieving sales and profitability targets for the company. Having qualities of an inspirational leader coupled with entrepreneurial skills, strong business acumen and analytical skills, he believes in ground zero hands-on management to improvise proven management tools. Leading from the front, Kumar evolves a team culture that emphasizes the importance of members and recognizes the value they bring to the organization. He has amassed extensive industry experience in identifying growth opportunities and undertaking negotiations for strategic partnerships in new markets. His across-the-board experience and strategic decision making has facilitated writing several commercial success stories.						
5	Remuneration proposed: As set out in the Explanatory Statement						
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration to be paid to Dr. Kumar is in line with remuneration paid by other companies, keeping in view his job profile, the size of operations and complexity of business of the Company.						
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from receiving remuneration as stated above, he has no pecuniary relationship with the Company. Dr. Kumar is not related to any Director of the Company.						

II. Other Information:

1	Reasons of loss or inadequate profits	During the year 2019-20, the market conditions in real estate sector were quite challenging and therefore, the level of sales of apartments etc., was not as high as expected, resulting into losses. Further, interest cost on unsold inventories also contributed to the financial losses of the Company.
2	Steps taken or proposed to be taken for improvement	The Company has launched attractive schemes to push sales at its various projects. Increased sales will improve the level of profitability due to actualisation of unrealised gains lying in unsold inventories.
3	Expected increase in productivity and profits in measurable terms	It is expected that with various measures initiated by the management, the productivity and profitability of the Company should increase but the quantum thereof cannot be determined because of uncertain market and economic conditions due to COVID-19.

II. Disclosures:

1	Remuneration package of the managerial personnel: As set out in the Explanatory Statement
2	Disclosures to be mentioned in the Board of Director's Report under the head "Corporate Governance", if any, attached to the Annual Report: Attached with the Director's Report.