



Ref: ERL/SECRETARIAL/2023-24/13

5th April, 2023

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

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

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

Respected Ma'am/Sir,

Sub: Postal Ballot Notice

In furtherance to our letter dated 31st March, 2023 and pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') & SEBI Circular no. CIR/CFD/CMD/4/2015 dated 9th September, 2015 ("SEBI Circular"), we hereby submit the Postal Ballot Notice dated 31st March, 2023 along with the Explanatory Statement ("Notice") seeking approval of members for change in terms of zero coupon unsecured optionally convertible debentures to 7.5% unsecured unlisted non-convertible debentures, to be passed through the mode of remote e-voting only.

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the applicable Rules, Listing Regulations, the provisions of relevant MCA Circulars and other law(s) as applicable, the Company is providing e-voting facility to the shareholders, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 24th March, 2023 ("Cut-Off Date")** as received from the Depositories, to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for this purpose.

Further, in accordance with the provisions of the relevant MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail only to all its shareholders who have registered their email addresses with the Company or depository / depository participants, as on the Cut-off Date. Physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will take place through the remote e-voting system only.

The facility of e-voting will be available for the following period:

Commencement of e-voting: Thursday, 6th April, 2023 at 9:00 a.m. (IST)
End of e-voting: Friday, 5th May, 2023 at 5:00 p.m. (IST)


The results of the Postal Ballot will be announced on Saturday, 6th May, 2023. The Notice is also being made available on the website of the Company at www.emamirealty.com and on the website of CDSL at www.evotingindia.com


This is for your information and record.

Thanking You.

Yours faithfully,

For Emami Realty Limited


Payel Agarwal
Company Secretary
ACS 22418





emami realty limited

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1 Rajdanga Main Road, Kasba, Kolkata-700 107,

Tel : 033 6625 1200; E-mail: infra@emamirealty.com Website: www.emamirealty.com

NOTICE OF POSTAL BALLOT

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

Dear Shareholder(s),

NOTICE is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards read with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") that the resolution as set out hereunder is proposed to be passed by the members through postal ballot by voting through electronic means only.

In compliance with the MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail only, to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will take place through the remote e-voting system only.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof relating to the resolution is annexed.

Member(s) are requested to read carefully the instructions given in the Notes forming part of the Notice.

SPECIAL BUSINESS:

1. To consider and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable Rules framed thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Company's policy on Related Party Transactions and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and based on the recommendation of the Audit Committee, and subject to the approvals, permissions, sanctions from any regulatory and other appropriate authorities as may be required, the consent of the shareholders of the Company be and is hereby accorded for conversion of 8,53,65,854 Nos. of Zero Coupon Unsecured Optionally Convertible Debentures ('OCDs') of face value of ₹ 82/- (Rupees Eighty Two only) each aggregating to ₹ 700,00,00,028/- (Rupees Seven Hundred Crores and Twenty Eight only) to 7.5% Unsecured Unlisted Non-Convertible Debentures ('NCDs'), on such terms and conditions in line with the Draft Term Sheet as annexed to the Explanatory Statement forming part of this Notice:

Sl. No.	Name of OCD Holder	No. of OCDs held	No. of NCDs to be allotted
1	Suraj Finvest Private Limited	3,65,85,366	3,65,85,366
2	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	4,87,80,488	4,87,80,488


RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to agree, make and accept all such term(s), condition(s),

modification(s) and alteration(s) as it may deem fit, including, condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or their bye-laws, rules, regulations or guidelines, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution including deciding the dates of allotment and to modify, accept and give effect to any modifications to the terms and conditions of the NCDs, as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, etc. and such other approvals as may be agreed by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any principle officer or Committee of Directors."

Kolkata
March 31, 2023

By Order of the Board of Directors
For Emami Realty Limited



Payel Agarwal
Company Secretary
M. No. A22418

NOTES:

- 1) In compliance with Sections 108, 110 and other applicable provisions of the Act, read with the applicable Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions of MCA Circulars and other law(s) as applicable, the e-voting facility is being provided to the shareholders, to cast their votes electronically (hereinafter referred to as "Remote e-voting"). The Company has availed services of Central Depository Services (India) Limited (CDSL) for this purpose. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.
- 2) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, March 24, 2023 ("Cut-Off Date")** received from the Depositories and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depository Participant/ Depositories. Physical copies of Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 - a. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the Postal Ballot / e-voting notice may temporarily get their email registered by contacting or writing a mail to Mr. S. K. Chaubey, Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent ("RTA"), at the email id - mdpldc@yahoo.com or Mrs. Payel Agarwal, Company Secretary at the email id - infra@emamirealty.com. Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting. In case of any queries, shareholder may write to mdpldc@yahoo.com or infra@emamirealty.com
 - b. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA, by following due procedure.
 - c. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.
- 3) This Notice and Explanatory Statement, have also been made available on the website of the Company i.e. www.emamirealty.com and on the website of the e-voting agency viz. CDSL at www.evotingindia.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
- 4) Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, March 24, 2023 ("Cut-off date") will be entitled to cast their vote(s).

- 5) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date.
- 6) The voting period begins on Thursday, April 06, 2023 at 09:00 a.m. and ends on Friday, May 05, 2023 at 05:00 p.m. All dates and times mentioned herein, are as per Indian Standard Time.
- 7) Shareholders are requested to carefully read the instructions for e-voting forming part of this notice.
- 8) The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Partner, M/s. MKB & Associates, Practising Company Secretary, Kolkata as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 9) After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman/ Managing Director of the Company. The results of the Postal Ballot will be announced on Saturday, May 06, 2023. The said results would be displayed on the website of the Company at www.emamirealty.com and simultaneously intimated to the CDSL, National Stock Exchange of India Limited, the BSE Limited and the Calcutta Stock Exchange Limited.
- 10) Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at infra@emamirealty.com
- 11) The instructions for e-voting are as under:
 - (i) The e-voting period begins on Thursday, April 06, 2023 at 09:00 a.m. and ends on Friday, May 05, 2023 at 05:00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the SEBI LODR Regulations, listed entities are required to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions. E-voting has been enabled for all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
 - (iii) In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail id in their demat accounts in order to access e-voting facility.
Pursuant to aforesaid circular, login method for e-voting for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining

	<p>virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free number 1800 22 533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

A. Login method for e-voting for physical shareholders and shareholders other than individual holding in demat mode:

- (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.
- (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 in Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> o Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact Company/RTA.
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 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 login 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) Additional Facility for Institutional Shareholders & Custodians- for Remote Voting only.
- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User 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.
 - It is mandatory that, 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 mandatorily 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 scrutinizermb@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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Pursuant to the approval granted by the Shareholders of the Company by postal ballot on February 12, 2023, the Board of Directors of your Company had, on February 14, 2023 allotted 8,53,65,854 nos. of Zero Coupon Unsecured Optionally Convertible Debentures (OCDs) of ₹ 82/- each at par to Promoter Group Companies and convertible at the option of the Company into 8,53,65,854 equity shares. Such OCDs were allotted by way of conversion of existing outstanding Unsecured Loan of an amount of ₹ 700,00,00,028/- provided by such Promoter Group Companies. The name and details of the Promoter Group Companies proposed to be allotted NCDs in lieu of OCDs is as under:

Sl. No.	Name of OCD Holder	No. of OCDs held	No. of NCDs to be allotted
1	Suraj Finvest Private Limited	3,65,85,366	3,65,85,366
2	Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited)	4,87,80,488	4,87,80,488

Subsequent to allotment, your Company has received certain observations from National Stock Exchange of India Limited ("NSE") regarding the requirement of compliance with Regulation 28 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") towards the issue and allotment of OCDs and to that extent there is non-compliance.

Accordingly, based on discussions and on the recommendations of the Audit Committee at its meeting held on March 31, 2023, the Board of Directors in their meeting held on March 31, 2023 has given consent, subject to approval of Members by way of Special Resolution, to convert these OCDs into Non-Convertible Debentures. The OCD Holders, being Promoter Group companies have given their consent and approval for change in terms of the OCDs in line with the Draft Term Sheet as given hereinbelow:

Authority for the issue	7.5% Unsecured Unlisted Non-Convertible Debentures ("NCDs") are being issued in pursuance of Articles of Association of the Company and by the Board of Directors pursuant to the authority granted herein unto them by the shareholder of the Company and by the applicable clauses of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof)
Nature	Unsecured Unlisted Non-Convertible Debentures
Seniority	Pari passu with all unsecured facilities
Issue Size	₹ 7,00,00,00,028/-
Face Value	₹ 82/- each.
Offer Price	At par
Tenure	Upto February 13, 2033
Coupon Rate	The NCDs shall carry coupon rate of 7.5% per annum
Coupon payment frequency	Annually and at Maturity
Redemption terms	The NCDs shall be redeemed within a period of 30 days after the expiry of the tenure of the NCDs.
Pre-Redemption	The NCDs may also be redeemed in full or in tranches, at any time before maturity, at the option of the Debenture holder, with mutual consent. In the event of the Debenture holders exercising their option to redeem before maturity as aforesaid, interest on the Debentures would be paid from the last interest payment date till one day preceding the date of exercise of such option.
Voting rights and resolutions of Debenture Holder	The Debenture Holders shall be entitled to be present at a meeting of debenture holders and vote on any resolution which affects the rights and interests of the debenture holders. All questions affecting the rights and interest of the debenture holders shall be decided by vote of the majority in value outstanding on the date of the resolution

Information on the Related Party Transactions under Companies Act, 2013 and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sl. No.	Particulars	Details
1.	Summary of information provided by the Management to the Audit Committee for approval of proposed RPT: The details of the proposed transaction including the name of related party & relationship, nature, terms, tenure and proposed limits etc. were placed before the Audit Committee at its meeting held on March 31, 2023 and has been disclosed above in this Explanatory Statement.	
a.	Name of the related party and its relationship with the listed entity	Suraj Finvest Private Limited and Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited), being Promoter Group Companies
b.	Tenure of the transaction	The NCDs will be for the remaining tenure, that is, upto February 13, 2033
c.	Value of the proposed Transaction	₹ 7,00,00,00,028/-
d.	Value percentage of the Company's annual consolidated turnover as on March 31, 2022:	300 percent (approx.) of the Consolidated turnover of the Company
2.	Justification for why the RPT is in the interest of the listed entity;	The OCDs allotted by the Company are being converted into 7.5% Unsecured Unlisted Non-Convertible Debentures to comply with the requirement of SEBI ICDR Regulations and SEBI LODR Regulations.
3.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
4.	Percentage of annual consolidated turnover considering FY22 as the immediately preceding financial year	350 percent of Consolidated turnover of Suraj Finvest Private Limited as on March 31, 2022 350 percent of Consolidated turnover of Diwakar Finvest Private Limited (Formerly Sneha Enclave Private Limited) as on March 31, 2022
5.	Any other information that may be relevant	All relevant important information forms part of the explanatory statement setting out material facts of the proposed RPT

Further, it is pertinent to note that no related party of the Company shall vote to approve this resolution whether such person/ entity is a party to the aforesaid transaction(s) or not.

Your Directors recommend the Resolution as set out in the Notice for the approval of the shareholders of the Company.

Except Mr. Rajesh Bansal and his relatives (being shareholder of Diwakar Finvest Private Limited), none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this special resolution.

Kolkata
March 31, 2023

By Order of the Board of Directors
For Emami Realty Limited



Payel Agarwal
Company Secretary
M. No. A22418