



emami* realty limited
(formerly emami* Infrastructure Limited)

Ref: ERL/SECRETARIAL/2020-21/24

2nd June, 2020

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

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

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

Dear Sir,

Sub: Proceedings of Postal Ballot

Please find enclosed herewith enclosed the Minutes of the announcement of results of the resolutions passed through postal ballot/ e-voting by the Company on Thursday, 28th May, 2020.

Please take the same on record.

Thanking you.

Yours truly,

For **Emami Realty Limited**

Payel Agarwal



Payel Agarwal
Company Secretary
ACS22418

Encl: as above

MINUTES OF DECLARATION OF RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/ E-VOTING BY EMAMI REALTY LIMITED (FORMERLY EMAMI INFRASTRUCTURE LIMITED) ON THURSDAY, 28TH MAY, 2020

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued Postal Ballot Notice dated 23rd April, 2020, to obtain the approval of the shareholders of the Company, for the following agenda items:

1. Sale of Undertaking under Section 1801(1)(a) of the Companies Act, 2013
2. Creation of Charge on the assets of the Company under Section 1801(1)(a) of the Companies Act, 2013
3. Related party transaction under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company had engaged Central Depository Services Limited ("CDSL") to provide E-voting facilities to the shareholders of the Company.

The Company had appointed Mr. Manoj Kumar Banthia (Membership No. ACS 11470 & CP No.7596), Partner, MKB & Associates, Company Secretaries, failing him, Mr. Raj Kumar Banthia (Membership No. ACS 17190 & CP No.18428), Partner, MKB & Associates, Company Secretaries as Scrutinizer for conducting the Postal Ballot/ E-Voting process in a fair and transparent manner.

The Notice of Postal Ballot/ E-Voting containing resolutions and explanatory statement, instructions for e-voting along with e-voting user IDs and passwords were sent /published / displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **17th April, 2020** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circulars No. 14/2020 dated April 08, 2020/17/2020 dated April 13, 2020 ("MCA Circulars"). The dispatch of the Notice was completed on Monday, 27th April, 2020. The Notice was intimated to the Stock Exchanges on 27th April, 2020. The notice was also been placed on the website of the Company.

The Company published newspaper advertisement in 'Business Standard' (English Newspaper) and 'Aajkal' (Bengali Newspaper) on 28th April, 2020 giving intimation of completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended read with MCA Circulars. As intimated to the members through Postal Ballot Notice:

- i) Shareholders, whose names appears in the Register of Members as on the cut-off date, i.e., **17th April, 2020** will be entitled to vote on the resolutions set forth in the Notice.

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- ii) Voting period commences on **Tuesday, 28th April, 2020 at 10.00 A.M.** and ends on **Wednesday, 27th May, 2020 at 5.00 P.M.;**

After due scrutiny of electronic votes received up to the close of the working hours, i.e. 5.00 p.m. on **Wednesday, 27th May, 2020**, being the last day fixed by the Company for receipt of e-voting, the Scrutinizer submitted his report on **Thursday, 28th May, 2020** as under:

- 84 (Eighty Four) Members representing 1,42,26,473 equity shares have cast their votes through e-voting for Resolution No. 1 and 37 Members representing 1,77,666 equity shares have cast their votes through e-voting for Resolution No. 2 and 3.

The results for e-voting are as follows:

Item no. 1 – Special Resolution for Sale of Undertaking

	Voting through e-voting		Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	78	14226159	78	14226159	99.9978
Voted against the resolution	6	314	6	314	0.0022
Total	84	14226473	84	14226473	100.00

Item no. 2 – Special Resolution for Creation of charge on the assets of the Company

	Voting through e-voting		Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	26	143809	26	143809	80.94

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Voted against the resolution	11	33857	11	33857	19.06
Total	37	177666	37	177666	100.00

Item No. 3 – Ordinary Resolution for Approval of related party transactions

	Voting through e-voting		Voting Results		
	No. of Members who voted	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	27	144213	27	144213	81.17
Voted against the resolution	10	33453	10	33453	18.83
Total	37	177666	37	177666	100.00

On the basis of the Scrutinizer's Report, the resolutions in the Postal Ballot Notice dated 23rd April, 2020 (as written hereunder), have been passed with requisite majority. **The deemed date of passing of the resolutions is the last date specified for receipt of duly completed postal ballot forms / e-voting, i.e., 27th May, 2020.**

Item No. 1: Passed as Special Resolution

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and relevant rules made thereto including any statutory modification or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions to the extent applicable and necessary, the consent of the shareholders of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any duly constituted Committee of the Board), to dispose off, sell and transfer equity shares of Emami Cement Limited ("ECL") held by the Company, constituting 5.08% of the issued and paid up share capital of the said ECL, to Nuvoco Vistas Corporation Limited and/ or any of its nominee(s) (referred to as

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“Purchaser”) and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution done or required to be done by the Company or the Board, be and are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute necessary documents, deeds, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that may arise in this regard as they may in their absolute discretion deem fit in the interest of the Company.”

Item No. 2: Passed as Special Resolution

“**RESOLVED THAT** in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and relevant rules made thereto including any statutory modifications or re-enactments thereof for the time being in force, the provision of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions to the extent applicable and necessary, consent of the shareholders of the Company 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 pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and/or any other lender(s) to secure the amount borrowed by the Company or any third party, including the related parties, from time to time, for the due repayment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party including the related parties, in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of Rs. 8,000 Crores (Rupees Eight Thousand Crores only) at any time.

RESOLVED FURTHER THAT the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution done or required to be done by the Company or the Board, be and are hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be

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required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 3: Passed as Ordinary Resolution

“**RESOLVED THAT** further to any earlier resolution passed by the members for giving of guarantees/provision of security and pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and all other applicable laws, if any, and the Company’s policy on materiality of related party transactions, and pursuant to the consent of the Audit Committee and Board of Directors, members do hereby confirm, ratify and approve the related party transactions in respect of providing Corporate Guarantee (jointly with the bond issuer companies) upto Rs. 1275 Crores in favour of IDBI Trusteeship Services Limited (being the Security Trustee) on behalf of JP Morgan Asia Securities Private Limited and Farallon Capital Asia Pte. Ltd., Singapore, for Non-Convertible Bonds issued by Midkot Investments Private Limited, and Sundew Finance Private Limited (Group companies) and Emami Capital Markets Limited, TMT Viniyogan Limited and Emami Frank Ross Limited (Promoter companies), all being related parties of the Company, and security by way of creation of pledge, on the assets of the Company, for securing the said financial indebtedness, availed by such related parties, valid throughout the tenure of the Bonds, on such terms and conditions as the Board of Directors may deem fit.

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/ renegotiation/ 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 and to settle any queries, difficulties, doubts that may arise with regard to any of the above transactions.”

DATE OF SIGNING: 02.06.2020


WHOLETIME DIRECTOR & CFO

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