



Ref: ERL/SECRETARIAL/2020-21/753

1<sup>st</sup> October, 2020

<b>The General Manager</b> Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	<b>The Secretary</b> The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400 051	<b>The Secretary</b> The Calcutta Stock Exchange Limited 7, Lyons Range Kolkata-700 001
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Dear Sir,

**Sub: Declaration of Voting Results of 12<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2020**

With reference to the above captioned subject and further to our letter dated 30<sup>th</sup> September, 2020, we wish to inform that, at the 12<sup>th</sup> Annual General Meeting (“AGM”) of the Company, all the resolutions from Item No. 1 to 7 of the Notice dated 30<sup>th</sup> June, 2020 were passed with requisite majority.

In this regard, please find enclosed the following:

- (1) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure – 1.**
- (2) Report of Scrutinizer dated 1<sup>st</sup> October, 2020, pursuant of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2.**

Please also note the consolidated report of the remote e-voting and voting at the AGM will also be put on the Company’s website.

This is for your information and record.

Thanking you.

Yours truly,

For Emami Realty Limited

*Payel Agarwal*

Payel Agarwal  
Company Secretary

ACS 22418

Encl: as above



## General information about company

Scrip code	533218
NSE Symbol	EMAMIREAL
MSEI Symbol	
ISIN	INE778K01012
Name of the company	EMAMI REALTY LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2020
Start time of the meeting	11:30 AM
End time of the meeting	12:10 PM



### Scrutinizer Details

Name of the Scrutinizer	MANOJ KUMAR BANTHIA
Firms Name	MKB AND ASSOCIATES
Qualification	CS
Membership Number	11470
Date of Board Meeting in which appointed	30-06-2020
Date of Issuance of Report to the company	01-10-2020



<b>Voting results</b>	
Record date	23-09-2020
Total number of shareholders on record date	32598
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	48
b) Public	11
<b>No. of resolution passed in the meeting</b>	<b>7</b>



## Resolution (1)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Ordinary No  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.						
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14104984	99.9705	14104984	0	100.0000	0.0000
	Poll	14109150	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total	14109150	14104984	99.9705	14104984	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	41635	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total	41635	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2922630	21.1968	2366097	556533	80.9578	19.0422
	Poll	13788104	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total	13788104	2922630	21.1968	2366097	556533	80.9578	19.0422
<b>Total</b>		27938889	17027614	60.9459	16471081	556533	96.7316	3.2684
<b>Whether resolution is Pass or Not.</b>							Yes	





## Resolution (2)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Ordinary No						
Description of resolution considered		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						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14104984	99.9705	14104984	0	100.0000	0.0000
	Poll	14109150	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	<b>Total</b>	14109150	14104984	99.9705	14104984	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	41635	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	<b>Total</b>	41635	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2922630	21.1968	2364878	557752	80.9161	19.0839
	Poll	13788104	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	<b>Total</b>	13788104	2922630	21.1968	2364878	557752	80.9161	19.0839
<b>Total</b>		27938889	17027614	60.9459	16469862	557752	96.7244	3.2756
<b>Whether resolution is Pass or Not.</b>							Yes	



### Resolution (3)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Special No						
Description of resolution considered		Appointment of Dr. Nitesh Kumar Gupta (DIN: 08756907) as the Managing Director & CEO of the Company for a period of 5 (five) years w.e.f. 30th June, 2020 and payment of remuneration thereof						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		14104984	99.9705	14104984	0	100.0000	0.0000
	Poll	14109150	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	<b>Total</b>	14109150	14104984	99.9705	14104984	0	100.0000	0.0000
Public-Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	41635	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	<b>Total</b>	41635	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		2922630	21.1968	2920841	1789	99.9388	0.0612
	Poll	13788104	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	<b>Total</b>	13788104	2922630	21.1968	2920841	1789	99.9388	0.0612
<b>Total</b>		27938889	17027614	60.9459	17025825	1789	99.9895	0.0105
<b>Whether resolution is Pass or Not.</b>							Yes	



### Resolution (4)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Special No						
Description of resolution considered		Re-appointment of Mr. Debasish Bhaumik (DIN: 06933306) as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 22nd July, 2021						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14104984	99.9705	14104984	0	100.0000	0.0000
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total		14104984	99.9705	14104984	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	41635	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13788104	2922630	21.1968	2364878	557752	80.9161	19.0839
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total		2922630	21.1968	2364878	557752	80.9161	19.0839
<b>Total</b>		27938889	17027614	60.9459	16469862	557752	96.7244	3.2756
<b>Whether resolution is Pass or Not.</b>							Yes	





### Resolution (5)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Special No							
Description of resolution considered		Payment of remuneration to Mr. Girija Kumar Choudhary, Whole-Time Director & CFO of the Company, w.e.f. 1st April, 2020 as minimum remuneration							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting Poll	14109150	14104984	99.9705	14104984	0	100.0000	0.0000	
	Postal Ballot (if any)		0	0.0000	0	0	0	0	
	Total	14109150	14104984	99.9705	14104984	0	100.0000	0.0000	
	E-Voting Poll	41635	0	0.0000	0	0	0	0	
Public- Institutions	Postal Ballot (if any)		0	0.0000	0	0	0	0	
	Total	41635	0	0.0000	0	0	0.0000	0.0000	
	E-Voting Poll	13788104	2922630	21.1968	2364678	557952	80.9092	19.0908	
	Postal Ballot (if any)		0	0.0000	0	0	0	0	
Public- Non Institutions	Total	13788104	2922630	21.1968	2364678	557952	80.9092	19.0908	
	Total	27938889	17027614	60.9459	16469662	557952	96.7233	3.2767	
	<b>Whether resolution is Pass or Not.</b>		Yes						



## Resolution (6)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Ordinary Yes Approval of related party transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015						
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	0	0.0000	0	0	0	0
	Postal Ballot (if any)		0	0.0000	0	0	0	0
	Total		14109150	0	0.0000	0	0	0.0000
	Public-Institutions	E-Voting Poll	41635	0	0.0000	0	0	0
Postal Ballot (if any)		0		0.0000	0	0	0	0
Total		41635		0	0.0000	0	0	0.0000
Public- Non Institutions		E-Voting Poll	13788104	2922630	21.1968	2364593	558037	80.9063
	Postal Ballot (if any)	0		0.0000	0	0	0	0
	Total	13788104		2922630	21.1968	2364593	558037	80.9063
	<b>Total</b>	27938889	2922630	10.4608	2364593	558037	80.9063	19.0937
<b>Whether resolution is Pass or Not.</b>							Yes	



## Resolution (7)

Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the		Special No						
Description of resolution considered		To issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	14109150	14104984	99.9705	14104984	0	100.0000	0.0000
	Postal Ballot (if any)	0	0	0.0000	0	0	0	0
	Total	14109150	14104984	99.9705	14104984	0	100.0000	0.0000
Public-Institutions	E-Voting Poll	41635	0	0.0000	0	0	0	0
	Postal Ballot (if any)	0	0	0.0000	0	0	0	0
	Total	41635	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting Poll	13788104	2922625	21.1967	2365037	557588	80.9217	19.0783
	Postal Ballot (if any)	0	0	0.0000	0	0	0	0
	Total	13788104	2922625	21.1967	2365037	557588	80.9217	19.0783
<b>Total</b>		27938889	17027609	60.9459	16470021	557588	96.7254	3.2746
<b>Whether resolution is Pass or Not.</b>							Yes	







## **CONSOLIDATED SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of the 12<sup>th</sup> (Twelfth) Annual General Meeting (AGM) of Members of Emami Realty Limited (CIN: L45400WB2008PLC121426), held on Wednesday, 30th day of September, 2020 at 11.30 A.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

**Dear Sir,**

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Emami Realty Limited** ("the Company") for the purpose of scrutinizing the process of voting through Remote e-Voting and electronic voting at the Annual General Meeting, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended, Regulation 44 of SEBI (LODR) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs (collectively referred to as the "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and Secretarial Standards on General Meetings, in respect of the below mentioned Resolutions proposed at the 12<sup>th</sup> Annual General Meeting of the Company held on Wednesday, 30th day of September, 2020 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), do hereby submit my report as follows:







- (a) The Notice dated 30<sup>th</sup> June, 2020 convening the 12th Annual General Meeting of the Company along with the Statement under Section 102 of the Act setting out all material facts in respect of Resolutions mentioned therein, was sent electronically on 8<sup>th</sup> September, 2020, to the members of the Company whose email addresses were registered with the Company/ Depositories/ RTA.
- (b) Since this AGM was held pursuant to the aforesaid MCA Circulars through VC or OAVM, physical attendance of the members has been dispensed with. Accordingly, in terms of above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the members were also dispensed with.
- (c) The Company provided remote e-voting facility offered by Central Depository Securities (India) Limited (CDSL) to its shareholders. At the Annual General Meeting, the Company provided electronic voting facility offered by CDSL to the shareholders who did not cast their vote through remote e-voting.
- (d) The members holding shares either in physical or dematerialized form, as on the "Cut Off" date i.e. 23<sup>rd</sup> September, 2020 were entitled to vote on the proposed resolutions.
- (e) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Saturday, 26<sup>th</sup> September, 2020 at 9:00 AM (IST) and ended on Tuesday, 29<sup>th</sup> September, 2020 at 5:00 PM (IST).
- (f) The members present at the meeting were entitled to exercise their voting rights electronically at the Annual General Meeting as stated above.





- (g) After conclusion of voting at the 12th Annual General Meeting, the votes cast electronically at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in presence of Ms. Mudra Khetan and Ms. Sonal Sarada, who acted as witnesses in accordance with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended.
- (h) Thereafter, the details containing, inter alia, list of the members, who voted "For" or "Against" on each of the resolutions that were put to vote through remote e-voting and electronic voting during the AGM were derived from the report generated from the e-voting website of CDSL, [www.evotingindia.com](http://www.evotingindia.com).
- (i) 127 Members have cast their votes through remote e-voting and all such votes are valid. None of the members have casted their votes electronically during the AGM.

I now submit my consolidated report as under on the result of the remote e-voting and voting conducted at the meeting.

	<b>Number of votes (shares) cast through Remote E-voting. (1)</b>	<b>Number of Votes (shares) cast through e-voting during the meeting (2)</b>	<b>Total (1)+(2)=(3)</b>	<b>% of total number of valid votes cast</b>
<b>ORDINARY BUSINESS</b>				
<b>Item No. 1 as an Ordinary Resolution:</b> 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.				







(1) Voted in favour of the resolution	16471081	--	16471081	96.7316
(2) Voted against the resolution	556533	--	556533	3.2684
<b>Total</b>	<b>17027614</b>	<b>--</b>	<b>17027614</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 2 as an Ordinary Resolution:** 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.

(1) Voted in favour of the resolution	16469862	--	16469862	96.7244
(2) Voted against the resolution	557752	--	557752	3.2756
<b>Total</b>	<b>17027614</b>	<b>--</b>	<b>17027614</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**SPECIAL BUSINESS**

**Item No. 3 as a Special Resolution:** Appointment of Dr. Nitesh Kumar Gupta (DIN: 08756907) as the Managing Director & CEO of the Company for a period of 5 (five) years w.e.f. 30th June, 2020 and payment of remuneration thereof.





(1) Voted in favour of the resolution	17025825	--	17025825	99.9895
(2) Voted against the resolution	1789	--	1789	0.0105
<b>Total</b>	<b>17027614</b>	<b>--</b>	<b>17027614</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 4 as a Special Resolution:** Re-appointment of Mr. Debasish Bhaumik (DIN: 06933306) as an Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 22nd July, 2021.

(1) Voted in favour of the resolution	16469862	--	16469862	96.7244
(2) Voted against the resolution	557752	--	557752	3.2756
<b>Total</b>	<b>17027614</b>	<b>--</b>	<b>17027614</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 5 as a Special Resolution:** Payment of remuneration to Mr. Girija Kumar Choudhary, Whole-Time Director & CFO of the Company, w.e.f. 1st April, 2020 as minimum remuneration.







(1) Voted in favour of the resolution	16469662	--	16469662	96.7232
(2) Voted against the resolution	557952	--	557952	3.2768
<b>Total</b>	<b>17027614</b>	<b>--</b>	<b>17027614</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 6 as an Ordinary Resolution:** Approval of related party transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(1) Voted in favour of the resolution	2364593	--	2364593	80.9063
(2) Voted against the resolution	558037	--	558037	19.0937
<b>Total</b>	<b>2922630</b>	<b>--</b>	<b>2922630</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 7 as a Special Resolution:** To issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures





(1) Voted in favour of the resolution	16470021	--	16470021	96.7254
(2) Voted against the resolution	557588	--	557588	3.2746
<b>Total</b>	<b>17027609</b>	<b>--</b>	<b>17027609</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

Based on the aforesaid results, the resolutions no.(s) 1 to 7 as contained in the Notice have been passed with the requisite majority.

The remote e- voting register and other related papers/ registers and records is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the minutes of the Meeting are signed.

Thanking you,

Yours faithfully,  
For MKB & Associates

Manoj Kumar Banthia  
Partner

Membership No.: 11470

COP No.: 7596

FRN: P2010WB042700

Date: 1<sup>st</sup> October, 2020

Place: Kolkata

UDIN: A011470B000834677