



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

Ref: ERL/SECRETARIAL/2021-22/514

25<sup>th</sup> October, 2021

The Department of  
Corporate Services  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

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

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

Dear Sir(s),

**Sub: Proceedings of 13<sup>th</sup> Annual General Meeting**

Please find herewith enclosed the Minutes of the 13<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2021.

Please take the same on record.

Thanking you,

Yours truly,

For Emami Realty Limited

**Payel Agarwal**  
Company Secretary  
ACS 22418



**Encl: as above**

**MINUTES OF THE 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF EMAMI REALTY LIMITED HELD THROUGH VIDEO CONFERENCE/ OTHER AUDIO VIDEO MEANS FROM ITS REGISTERED OFFICE AT ACROPOLIS, 13<sup>TH</sup> FLOOR, 1358/1 RAJDANGA MAIN ROAD, KASBA, KOLKATA - 700107 ON THURSDAY, 30<sup>TH</sup> SEPTEMBER, 2021 COMMENCED AT 11.30 A.M. AND CONCLUDED AT 12 NOON**

**PRESENT PHYSICALLY**

**Directors:**

Mr. Hari Mohan Marda,	Independent Director & Chairman of Nomination & Remuneration Committee
Dr. Nitesh Kumar Gupta	Managing Director & CEO

**PRESENT THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS:**

**Directors:**

Mr. Abhijit Datta	Independent Director
Mr. Ram Gobind Ganeriwala	Independent Director & Chairman of Audit Committee & Stakeholders Relationship Committee
Mrs. Karabi Sengupta	Independent Director & Chairman of Corporate Social Responsibility Committee
Mr. Debasish Bhaumik	Independent Director
Mr. Basant Kumar Parakh	Non-Executive Director

**Members:**

67 Members (including representatives) holding 1,41,04,275 shares

**Auditors:**

Mr. Radhakrishan Tondon, Representative of M/S Tondon Agrawal & Co., Statutory Auditors  
Mr. Manoj Kumar Dhanthia, Partner of M/S MKB & Associates, Secretarial Auditor and Scrutinizer for the Annual General Meeting

**IN ATTENDANCE (Present Physically):**

Mr. Rajendra Agarwal, CFO  
Mrs. Payel Agarwal, Company Secretary

1. In accordance with Article 101 of the Articles of Association of the Company, the Directors present elected Mr. Hari Mohan Marda as the Chairman of 13<sup>th</sup> Annual General Meeting ("AGM") of the Company since Mr. Abhijit Datta, Chairman of the Board of Directors expressed inability to be present personally at the AGM. Mr. Hari Mohan Marda took the Chair.
2. The Chairman extended a warm welcome to the Shareholders of the Company at the 13<sup>th</sup> AGM of the Company and announced that the requisite quorum for the meeting was present and therefore the meeting was called to order.

CHAIRMAN'S  
INITIALS





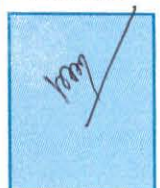
- 152
3. The Chairman informed that the following documents and Registers were placed on the website of Central Depository Services Limited (CDSL) for inspection by the Members:
- (i) Notice convening the 13<sup>th</sup> Annual General Meeting;
  - (ii) Report of Board of Directors along with Annexures thereto for the financial year ended 31<sup>st</sup> March, 2021;
  - (iii) The Audited Financial Statements and Auditors' Report thereon for the financial year ended 31<sup>st</sup> March, 2021;
  - (iv) The Register of Directors and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting);
  - (v) The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting);
4. The Chairman informed that in view of the ongoing pandemic COVID-19 and considering the social distancing norms, the AGM was being held through the Video Conferencing/ other Audio Video means. The AGM was convened and conducted in accordance with the Circulars issued by Ministry of Corporate Affairs (MCA), i.e. Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 read with General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and other relevant circulars issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 issued by Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue, till 31<sup>st</sup> December, 2021.
5. The Chairman introduced the dignitaries on the Dias and requested the members of the Board who had joined the meeting through Video Conferencing to introduce themselves. Mr. Abhijit Datta, Mr. Ram Gobind Ganeriwala, Mrs. Karabi Sengupta, Mr. Debasish Bhaumik and Mr. Basant Kumar Parakh introduced themselves to the Members and stated that they had joined the meeting from their respective locations in Kolkata. He further informed that Mr. Rajesh Bansal, Whole-time Director, could not attend the AGM due to bad health.
6. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening 13<sup>th</sup> AGM, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31<sup>st</sup> March, 2021 as circulated to all the Members in compliance with the relevant circulars of MCA were taken as read.
7. The Chairman informed that as the AGM was conducted through Video Conferencing/ Other Audio Visual Means, the requirement for appointment of proxy and its related compliances were not applicable.

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8. The Chairman informed that the Auditors' Report does not contain qualifications, observations or comments on financial transactions or matters, which have any adverse effect on the functioning of the Company. Hence the Auditors' Report is not required to be read as per provisions of section 145 of the Companies Act, 2013 and Para 13.1 of Secretarial Standard -2. Further, in terms of Para 13.2, the Chairman read out the Secretarial Audit Report and attention of the Members were drawn to the Report of the Directors, at Page no. 8 of the Annual Report wherein the observation of the Secretarial Auditor was explained.
9. The Chairman briefed the Members about the objective and implications of all the Agenda items. The Chairman further informed that the Company had provided the facility of e-voting facility to its Shareholders through CDSL to exercise their right to vote on the resolutions proposed to be passed at the AGM. The Chairman then requested Dr. Nitesh Kumar Gupta, Managing Director & CEO, to brief the Members about the performance and operations of the Company.
10. Dr. Nitesh Kumar Gupta, Managing Director & CEO welcomed the members to the Annual General Meeting. He informed the members about the good performance of the Company during the financial year 2020-21 amidst the disruptions caused by the Pandemic. He also appraised the members about the Project Emami Nature, Jhansi which was launched during the FY 2020-21 and the campaigns undertaken by the Company to boost sales. Dr. Kumar further appraised regarding plans to launch two new projects in the fiscal year 2021-22 - "Emami Business Bay" an IT/ITES & commercial development in Sector V area of Kolkata on 1 acre of land, and "Emami Aastha" in Joka, Kolkata, one of a kind Bungalow township spread over 38 acres.
11. Thereafter, with the permission of the Chairman, Mrs. Payel Agarwal, Company Secretary, briefed the Members about the e-voting procedure at the Meeting and stated that the Company had provided the facility for e-voting to the members to enable them to cast their votes electronically and had appointed Mr. Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries as Scrutinizer to conduct the e-voting process in a fair and transparent manner. E-voting was open for all the Members from 9:00 a.m. on Saturday 25<sup>th</sup> September 2021 and closed at 5:00 p.m. on Wednesday, 29<sup>th</sup> September 2021 and Members have already exercised their vote by using the e-voting facility. The Members were also informed that the Members who had not cast their vote through remote e-voting process, had been provided with facility to cast vote during the AGM using the e-voting website of CDSL. Mrs. Payel also informed the Members that as the voting on the businesses set out in the AGM Notice had already begun, there is no requirement of proposing and seconding the resolutions.
12. Mrs. Payel informed the Members that there were in total 6 (Six) Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the AGM. Since the Notice had already been circulated to the Members and the Resolution had been put to vote through remote e-voting, the resolutions were taken as read. For the benefit of Members

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attending the meeting, she further provided a brief of the resolutions. Following resolutions as mentioned in the Notice of the AGM were transacted by the members:

### **ORDINARY BUSINESS**

#### **I. As an Ordinary Resolution**

##### **Adoption of Audited Financial Statements**

“**RESOLVED THAT** the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Reports of the Directors and Auditors thereon be and are hereby received, considered, approved and adopted.”

#### **II. As an Ordinary Resolution**

##### **Re-appointment of Mr. Rajesh Bansal (DIN: 00645035) who retires by rotation and being eligible, offers himself for re-appointment**

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Rajesh Bansal (DIN: 00645035), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

#### **III. As an Ordinary Resolution**

##### **Payment of remuneration to M/s Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E) as the Statutory Auditors of the Company**

“**RESOLVED THAT**, in furtherance of the resolution passed by the members in the Annual General Meeting held on 19th September, 2019 for appointment of M/s Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E) as the Statutory Auditors of the Company for a period of five years till the conclusion of 16th Annual General Meeting and in accordance with the provisions of Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to fix their remuneration for term of 5 years, with mutual consent of the Statutory Auditors, in addition to taxes as applicable and reimbursement of out-of-pocket expenses, if any, incurred by them in connection with the audit of Accounts of the Company and all acts and deeds done so far by the Board of Directors in this connection be and is hereby ratified and approved.”

### **SPECIAL BUSINESS**

#### **IV. As a Special Resolution**

##### **Re-appointment of Mr. Rajesh Bansal as the Whole-time Director of the Company for further period of 3 years w.e.f. 10<sup>th</sup> August, 2021**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the

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Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendations of Nomination and Remuneration Committee and Audit Committee in this respect, Mr. Rajesh Bansal (DIN: 00645035) be and is hereby re-appointed as the Whole-Time Director of the Company for a further period of 3 years w.e.f. 10<sup>th</sup> August, 2021, on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the Agreement dated 30th June, 2021, copy whereof, has been submitted to this meeting, which Agreement is also hereby approved, with liberty to the Board of Directors to alter or vary the said terms & conditions, subject to compliance with the conditions as laid down under Schedule V to the Act.

**RESOLVED FURTHER THAT** in pursuance of Section 197(3) of the Act, Mr. Bansal may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office.

**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.”

**V. As a Ordinary Resolution**

**Ratification of payment of remuneration to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No 00049), for conducting the audit of the cost records of the Company for the financial years 2020-21 and 2021-22**

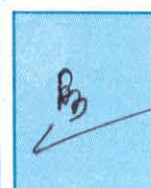
“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration payable to M/s. V. K. Jain & Co., Cost Accountants (Firm Registration No 00049), appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial years 2020-21 and 2021-22 amounting to Rs. 20,000/- (Rupees Twenty Thousand only), per year, exclusive of tax and out of pocket expenses, be and is hereby ratified and confirmed.”

**VI. As a Special Resolution**

**Approval for issue/ offer/ invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures**

“**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

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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 together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) 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."

13. The Chairman stated that the Members who had joined the meeting were placed on mute mode by default to ensure smooth functioning and transmission of the meeting's proceedings. During the Question & Answer session, the names of the Members who had registered themselves as Speakers for the meeting will be announced in sequence. The lines of the respective Shareholder would be unmuted by the operator when their name would be called out and all the queries will be answered together by the Management at the end. Thereafter the Chairman invited the Members who have registered themselves as Speakers to ask their questions, if any, on the agenda items.
14. Mr. Vikash Beswala, member of the Company, congratulated the management on the upcoming projects of the Company and also praised the Company on profits generated during the year 2020-21. Mr. Rajendra Agarwal, CFO, acknowledged the favourable comments received from the Member.
15. The Chairman informed that the combined results of remote e-voting done previously and e-voting at the AGM, would be available on websites of the Company, CDSL and also on the websites of the Stock Exchanges, where the shares of the Company are listed.

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16. Thereafter, the Chairman thanked the Members for their active participation and co-operation in conducting the AGM virtually. The Chairman announced that e-voting facility will remain open at the CDSL e-voting website after completion of the proceedings of AGM for 15 minutes, to enable the Members to cast their votes and upon completion of which, the AGM would be considered as concluded.
17. E-voting continued for the next 15 minutes and thereafter the AGM was considered as concluded at 12 Noon.
18. The results of the e-voting (attached as Annexure I) was declared on 1<sup>st</sup> October, 2021 based on the Report of the Scrutinizers dated 1<sup>st</sup> October, 2021.

DATE OF ENTRY: 25 OCT 2021

DATE OF SIGNING: 25 OCT 2021

PLACE: KOLKATA



CHAIRMAN

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## Annexure I

**13<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2021  
Declaration of Result of Remote e-voting and e-voting at the meeting**

The Scrutinizer's Report dated 1<sup>st</sup> October, 2021, *inter alia* containing the results of remote e-voting and e-voting conducted at the 13<sup>th</sup> Annual General Meeting was presented by the Scrutinizer to the Chairman on 1<sup>st</sup> October, 2021 in terms of which all resolutions as set out in the Notice convening the 13<sup>th</sup> Annual General Meeting were duly approved by the Members with requisite majority. The results were declared by the Chairman by posting the same on Company's Website and on the website of CDSL and was also intimated to the Stock Exchanges where the Company's shares are listed.

The results as per the Scrutinizer's Report on e-voting were as under –

	Number of votes (shares) cast through Remote E- voting. (1)	Number of Votes (shares) cast through e- voting during the meeting (2)	Total (1)+(2) =(3)	% of total number of valid votes cast
<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 31 <sup>st</sup> March, 2021 together with the Reports of the Board of Directors and the Auditors thereon.				
(1) Voted in favour of the resolution	16272740	--	16272740	99.9949
(2) Voted against the resolution	836	--	836	0.0051
<b>Total</b>	<b>16273576</b>	<b>--</b>	<b>16273576</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

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**Item No. 2 as an Ordinary Resolution:** To appoint a Director in place of Mr. Rajesh Bansal (DIN: 00645035), who retires by rotation and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution	16272149	--	16272149	99.9912
(2) Voted against the resolution	1434	--	1434	0.0088
<b>Total</b>	<b>16273583</b>	<b>--</b>	<b>16273583</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 3 as an Ordinary Resolution:** Payment of remuneration to M/s Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E) as the Statutory Auditors of the Company.

(1) Voted in favour of the resolution	16272129	--	16272129	99.9911
(2) Voted against the resolution	1454	--	1454	0.0089
<b>Total</b>	<b>16273583</b>	<b>--</b>	<b>16273583</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

#### SPECIAL BUSINESS

**Item No. 4 as a Special Resolution:** Re-appointment of Mr. Rajesh Bansal (DIN: 00645035) as the Whole-Time Director of the Company for a further period of 3 years w.e.f. 10<sup>th</sup> August, 2021.

(1) Voted in favour of the resolution	16271859	--	16271859	99.9894
(2) Voted against the resolution	1724	--	1724	0.0106
<b>Total</b>	<b>16273583</b>	<b>--</b>	<b>16273583</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

CHAIRMAN'S  
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**Item No. 5 as an Ordinary Resolution:** To ratify and confirm the remuneration payable to Cost Auditors for the financial years 2020-21 and 2021-22.

(1) Voted in favour of the resolution	16271980	--	16271980	99.9902
(2) Voted against the resolution	1603	--	1603	0.0098
<b>Total</b>	<b>16273583</b>	<b>--</b>	<b>16273583</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

**Item No. 6 as a Special Resolution:** To issue/ offer/ invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures

(1) Voted in favour of the resolution	16271557	--	16271557	99.9876
(2) Voted against the resolution	2026	--	2026	0.0124
<b>Total</b>	<b>16273583</b>	<b>--</b>	<b>16273583</b>	<b>100</b>
(3) Invalid votes:	--	--	--	--

Based on the Report of the Scrutinizer, all Resolutions as set out in the Notice of 13<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

DATE OF ENTRY: 25 OCT 2021

DATE OF SIGNING: 25 OCT 2021

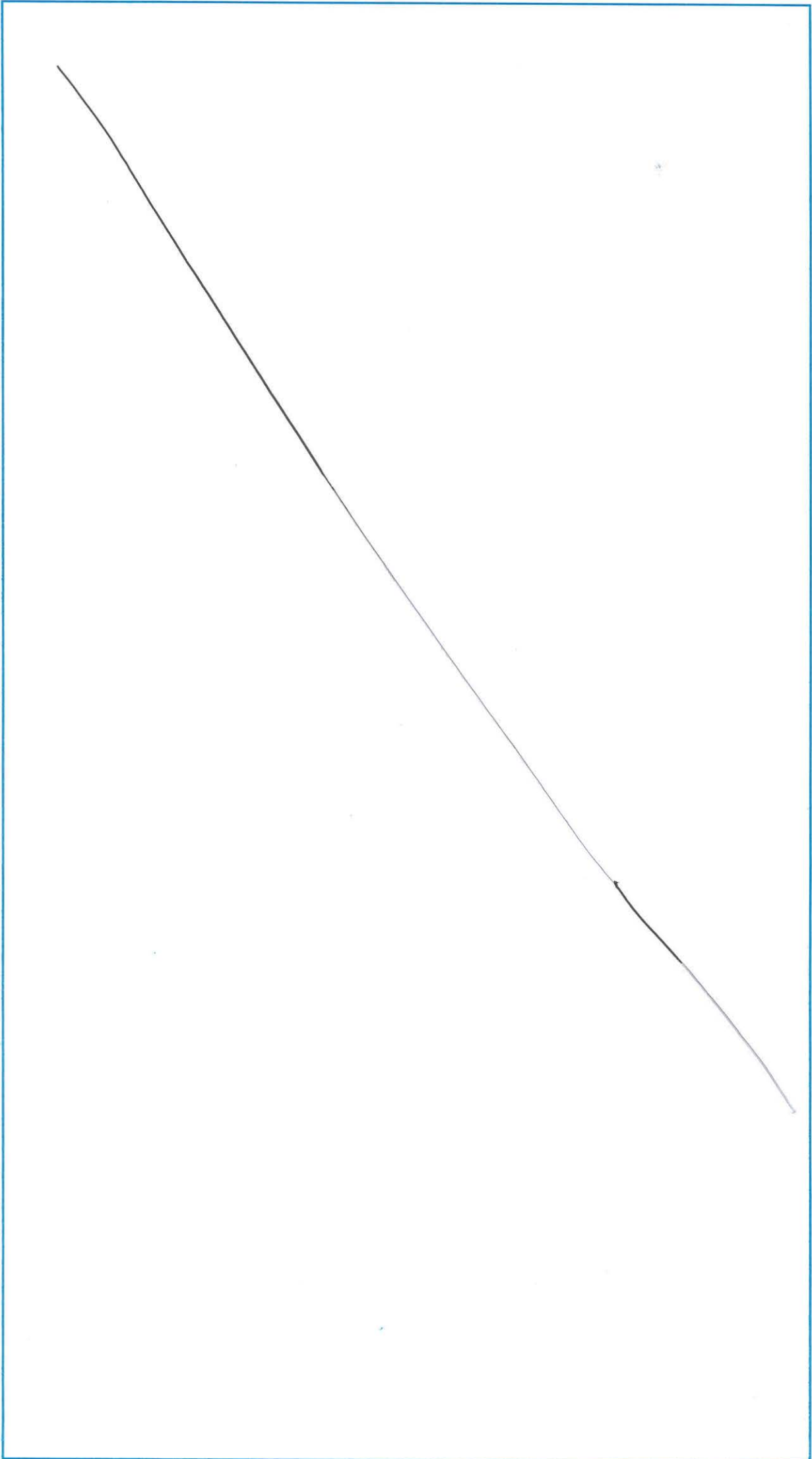
PLACE: KOLKATA

*Arumit*  
CHAIRMAN

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CHAIRMAN'S INITIALS

