



Ref: ERL/SECRETARIAL/2020-21/15

28th May, 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: Declaration of Voting Results of Postal Ballot and E-voting

With reference to the above captioned subject and further to our letter dated 27th April, 2020, we wish to inform that all resolutions as set out in Postal Ballot Notice dated 23rd April, 2020, were passed with requisite majority.

As required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, we enclose herewith the following:

- (1) Voting Results as **Annexure – 1**.
- (2) Report of Scrutinizer dated 28th May, 2020 as **Annexure - 2**

This is for your information and record.

Thanking you.

Yours truly,

For **Emami Realty Limited**

Payel Agarwal nee Jain

Company Secretary

ACS22418

Encl: as above

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Sale of Undertaking				
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		14048807	99.5723	14048807	0	100.0000	0.0000
	Poll	14109150						
	Postal Ballot (if applicable)							
	Total	14109150	14048807	99.5723	14048807	0	100.0000	0.0000
Public-Institutions	E-Voting		177666	1.2847	177352	314	99.8233	0.1767
	Poll	13829739						
	Postal Ballot (if applicable)							
	Total	13829739	177666	1.2847	177352	314	99.8233	0.1767
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		27938889	14226473	50.9200	14226159	314	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for creation of charge on the assets of the Company				
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	14109150	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14109150	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	13829739	177666	1.2847	143809	33857	80.9435	19.0565
	Poll							
	Postal Ballot (if applicable)							
	Total		13829739	177666	1.2847	143809	33857	80.9435
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		27938889	177666	0.6359	143809	33857	80.9435	19.0565
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of related party transactions				
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	14109150	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		14109150	0	0.0000	0	0	0.0000
Public-Institutions	E-Voting	13829739	177666	1.2847	144213	33453	81.1708	18.8292
	Poll							
	Postal Ballot (if applicable)							
	Total		13829739	177666	1.2847	144213	33453	81.1708
Public- Non Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		27938889	177666	0.6359	144213	33453	81.1708	18.8292
Whether resolution is Pass or Not.							Yes	



SCRUTINIZER'S REPORT

[Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Rule 20 as amended by the Companies (Management & Administration) Amendment Rules, 2015]

28th May, 2020

To
The Chairman
Emami Realty Limited
Acropolis, 13th Floor,
1858/1, Rajdanga Main Road, Kasba
Kolkata - 700107

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot & Voting through E-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 and Rule 20, *mutatis mutandis*, of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I, Manoj Kumar Banthia, Partner of MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of Emami Realty Limited (the Company) by passing resolution by circulation on 23rd April, 2020 for the purpose of scrutinizing the postal ballot process through e-voting conducted for seeking approval of members of the Company on the items as mentioned in Postal Ballot Notice dated 23rd April, 2020, do hereby submit my report as follows:

- (a) The notice dated 23rd April, 2020 alongwith the Statement under Section 102 of the Act, setting out all material facts in respect of the resolutions mentioned therein was sent to the shareholders of the Company electronically by email to the members whose names appear on the register of members/ list of beneficial





owners as received from the National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 17th April, 2020 in compliance with General Circulars No. 14/2020 dated 8th April, 2020 and No. 17/2020 dated 13th April, 2020 of Ministry of Corporate Affairs.

- (b) The Company has completed the dispatch of Notice by e-mail on 27th April, 2020. The Company also provided e-voting facility offered by Central Depository Services Limited (CDSL) to its shareholders.
- (c) The members holding shares either in physical (only members who have registered their e-mail IDs) or dematerialized form, as on the "Cut off" date i.e. 17th April, 2020 were entitled to vote by e-voting on the proposed resolutions.
- (d) In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period commenced on Tuesday, 28th April, 2020 at 10:00 AM and ended on Wednesday, 27th May, 2020 at 5:00 PM.
- (e) Pursuant to General Circulars No. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 of Ministry of Corporate Affairs, the Company was not required to provide the facility of voting through physical postal ballot.
- (f) The e-voting facility provided by CDSL was unlocked after 5.00 P.M. on 27th May, 2020 in the presence of one witness only due to COVID19 pandemic.
- (g) Thereafter, the details containing, inter-alia, list of the members, who voted "For" or "Against" on the resolutions were derived from report generated from the e-voting website of CDSL www.evotingindia.com in respect of voting through e-voting.
- (h) 84 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.





I now submit my consolidated report as under on the result of the voting through e-voting and postal ballot.

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	80.9435
Voted against the resolution	11	33857	11	33857	19.0565
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	81.1708
Voted against the resolution	10	33453	10	33453	18.8292
Total	37	177666	37	177666	100.00

In view of the above scrutiny, I hereby certify that the ordinary and special resolutions as aforesaid, as set out in notice dated 23rd April, 2020 has been approved and passed by the requisite majority.

For MKB & Associates
Company Secretaries



Manoj Kumar Banthia
(Partner)

ACS no. 11470

COP no. 7596

FRN: P2010WB042700

Date: 28th May, 2020

Place: Kolkata

UDIN: A011470B000292146