



## Emami Realty Limited

(formerly Emami Infrastructure Limited)

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107,

Tel: 022 6625 1200; E-mail: infra@emamirealty.com; Website: www.emamirealty.com

# NOTICE

**NOTICE** is hereby given that the 11th Annual General Meeting of the Members of Emami Realty Limited will be held at Kolkata Centre for Creativity, 777 Anandapur, E. M. Bypass, Kolkata – 700 107 on Thursday, 19th September, 2019, at 11.00 A.M. to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Rajesh Bansal (DIN: 00645035), who retires by rotation and being eligible, offer himself for re-appointment.

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/s Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of 16th Annual General Meeting, at a remuneration of ₹9,00,000/- (Rupees Nine Lakhs only) to conduct the audit for the financial year 2019-20 plus taxes as applicable, and reimbursement of out-of-pocket expenses incurred, if any.”

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mrs. Karabi Sengupta (DIN: 02534951), who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an

Independent Director of the Company to hold office for a further term of 5 (five) years w.e.f. 31st March, 2020.

**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.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**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 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 & 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. 10th August, 2018, 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 8th August, 2018 and Agreement dated 29th September, 2018, copies whereof, have been submitted to this meeting, which Agreements are 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.”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in addition to the resolutions passed by the members under Section 188 of the Companies Act, 2013 and under Regulation 23 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, members do hereby confirm, ratify and approve the arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company with related parties within the meaning of the Listing Regulations as detailed in the Explanatory Statement annexed to this Notice.

**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.

**RESOLVED FURTHER THAT** the consent of the Company, be and is hereby accorded to the Board to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to directions and / or regulations issued by SEBI or RBI or any other authority/ agency in this regard as may be applicable, the approval of Members of the Company be and is hereby accorded to 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 create, offer, issue and allot at an appropriate time, in one or more tranches the Secured (including by way of third party security) / Unsecured/ Redeemable/ Non-Convertible Debentures ("NCDs") including but not limited to subordinate debentures, bonds, and/or other debt securities etc. whether rated or unrated, listed or unlisted, on a private placement basis, during the period of One (1) year from the date of passing of this Resolution by the Members, to

such person(s), including one or more company(ies), bodies corporate(s), statutory corporations, scheduled / commercial banks, trusts, lending agencies, financial institutions, NBFCs, insurance companies, mutual funds, pension/ provident funds etc. as the case may be or such other person(s) / bodies corporate or organisation and on such terms and conditions as may be decided by the Board within the overall borrowing limits as approved by the Members from time to time and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all necessary actions and to do and perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable, incidental or expedient for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the issue, the class of investors or subscribers to whom NCDs proposed to be issued, time of issue, number and/or value of securities to be offered, issue price, tenor, interest rate, premium/discount and further authorised to finalise/modify any other related agreements, addendum, memoranda, deeds, documents, writings, undertaking, guarantee, indemnity etc., to be executed and amendments/ modifications thereto, provide any clarifications related to issue and allotment of NCDs, listing of NCDs on Stock Exchanges, as appropriate, making of application to relevant depository(ies) for admission of NCDs as appropriate and further authorised to register all such agreements, documents, instruments and writings as deemed necessary, including providing of private placement offer letter, information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other deeds, documents, writings as may be required in connection with the offering(s), issuance(s) and/or allotment of NCDs on a private placement basis, utilisation of the issue proceeds and further to authorise all such persons including Director(s) of the Company, as may be necessary in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, with further power to settle all questions, difficulties or doubts that may arise in this regard, 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 their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

By Order of the Board  
For **Emami Realty Limited**  
(formerly Emami Infrastructure Limited)

**Payel Jain**

Company Secretary  
M. No. A22418

Place: Kolkata  
Date: 30th May, 2019

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. Proxies, to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.  
  
Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 13th September, 2019 to 19th September, 2019, (both days inclusive).
6. A statement containing details of the Directors seeking re-appointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed.
7. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting; members are requested to bring their copies to the Meeting.
8. Members are requested to intimate to the Company, queries, if any, regarding the audited accounts at least ten days before the Meeting to enable the Management to keep the information ready at the Meeting.
9. Members / Proxies are requested to bring their Attendance Slip sent herewith, duly filled in, for attending the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
11. Electronic copy of the Annual Report for 2018-19 and Notice of the 11th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 11th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 11th Annual General Meeting and Annual Report for 2018-19 will also be available on Company's website at [www.emamirealty.com](http://www.emamirealty.com) for download.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members, for which purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL). The Board has appointed M/s MKB & Associates, Practising Company Secretaries, as the Scrutinizer for this purpose.
14. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 13th September, 2019 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the Meeting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
15. The facility for voting through ballot paper will also be made available at the Meeting and the members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the Meeting

through ballot paper. The members who have already cast their vote through remote e-voting may attend the Meeting but will not be entitled to cast their votes again.

16. A member can opt for only one mode of voting, i.e., through e-voting or through ballot form, either in person or through proxy at the Meeting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through ballot form at the venue of the meeting shall be treated as invalid.

**The instructions for members for remote e-voting are as under:**

- (i) The voting period begins on 16th September, 2019 from 10:00 a.m. (IST) and ends on 18th September, 2019, 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2019, may cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and in Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field—Sequence number is communicated in the Covering Letter.</li> </ul>
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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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <p>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.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for "**EMAMI REALTY LIMITED**".
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on "FORGOT PASSWORD" & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App

Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Institutional Shareholders & Custodians:

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case you have any queries or issues regarding e-voting,

you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

(xxi) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company

(xxii) Those who become Members of the Company after dispatch of the AGM Notice but on or before 13th September, 2019 (cut-off date) may write to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or to the Company at [infra@emamirealty.com](mailto:infra@emamirealty.com) requesting for e-voting details. However, those Members already registered with CDSL for remote e-voting can login to website [www.evotingindia.com](http://www.evotingindia.com) and exercise their votes.

(xxiii) The results of voting will be declared within 48 hours from the conclusion of Meeting and the resolutions proposed thereat will be deemed to be passed on the date of Meeting, subject to receipt of requisite number of votes. The declared results, along with Scrutinizer's Report, will be available on the Company's website [www.emamirealty.com](http://www.emamirealty.com) and on the website of CDSL, such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

(xxiv) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (xvii) above.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

The Members of the Company at the 6th Annual General Meeting ('AGM') held on 5th September, 2014 approved the appointment of M/S S K Agrawal & Co, Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. M/S S K Agrawal & Co will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. The present remuneration of the said M/S S K Agrawal & Co for conducting the audit for the financial year 2018-19 is ₹ 9 Lakhs plus goods and services tax as applicable. The Board of Directors of the Company, on the recommendation of the Audit Committee, recommended for the approval of the Members, the appointment of M/S Agrawal Tondon & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 16th AGM. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/S Agrawal Tondon & Co. for the financial year 2019-20 as set out in the Resolution relating to their appointment.

The Committee considered various parameters like audit experience in the Company's operating segments, clientele served, technical knowledge etc., and found M/S Agrawal Tondon & Co. to be best suited to handle the audit of the financial statements of the

Company. M/S Agrawal Tondon & Co. have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends this Resolution by way of Ordinary Resolution for your approval.

### Item No. 4

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has proposed re-appointment of Mrs. Karabi Sengupta as Independent Director of the Company at this Annual General Meeting for a second term of 5 (five) years, with effect from 31st March, 2020.

The Nomination and Remuneration Committee at its meeting held on 30th May, 2019, evaluated the performance of Mrs. Sengupta. Based on her experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from her and concluded that her individual performance was satisfactory.



The Company has received a declaration to the effect that Mrs. Sengupta meets the criteria of Independent Director as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In the opinion of the Board, Mrs. Sengupta fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder, for re-appointment as Independent Director of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as Independent Director. Accordingly, the Board recommends the Special Resolution in relation to re-appointment of Mrs. Sengupta as Independent Director, for your approval.

Disclosures required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided as Annexure to the Notice.

A copy of the draft Letter of re-appointment of Mrs. Sengupta, setting out terms and conditions of her re-appointment, would be available for inspection without any fee by the members at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than appointee herself and her relatives, are concerned or interested, financially or otherwise, in this Resolution.

#### **Item No. 5**

Mr. Rajesh Bansal was appointed as the Whole-Time Director of the Company w.e.f. 22nd July, 2016 for a period upto 9th August, 2018. In order that there is no break in his tenure, the Board of Directors at its meeting held on 8th August, 2018, on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, have approved, subject to the approval of the Members, the re-appointment of Mr. Rajesh Bansal as the Whole-Time Director of the Company w.e.f. 10th August, 2018 for a further period of 3 years on the terms and conditions contained in the Agreement dated 8th August, 2018. The Nomination and Remuneration Committee, being duly authorized by the Board, in its meeting held on 29th September, 2018 have approved payment of following remuneration to Mr. Bansal, as contained in the Supplementary Agreement dated 29th September, 2018.:

##### **1. Remuneration:**

- a. Basic Salary in the range of ₹ 86,300/- to ₹ 1,50,000/- per month from 10th August, 2018 for a period of 3 years, as may be recommended by the Nomination and Remuneration Committee from time to time and approved by the Board of Directors, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time.

- b. Perquisites and other benefits: Besides the above salary, Mr. Rajesh Bansal will be entitled to the perquisites and other benefits including HRA, Transport Allowance, Special Allowance, Bonus, Medical Reimbursement and reimbursement of expenses exclusively incurred for the business of the Company, on actual basis.

##### **2. Other terms:**

- a. The Whole-time Director, subject to the superintendence, control and direction of the Board of Directors of the Company, shall conduct and manage the business and affairs of the Company matters as specified in the Agreement.
- b. The Whole-time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors.
- c. The Whole-Time Director shall be liable to retire by rotation and his re-appointment at the Annual General Meeting as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.
- d. This agreement can be terminated by either party by giving three months' prior notice in writing.

Your Directors seek your approval to the said resolution by way of special resolution. Except Mr. Bansal and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Copy of the Agreements dated 8th August, 2018 and 29th September, 2018 referred to the above are available for inspection at the registered office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

#### **Item No. 6**

In terms of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), all material transactions with related parties as per 2(1)(zb) of the Listing Regulations, i.e., transactions which individually or taken together exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, require approval of the members and the related parties shall not vote to approve such resolution.

In view of the business requirements of the Company, the Board of Directors, based on the recommendations of the Audit Committee, has proposed variation in the limits of related party transactions already approved by the members earlier and also inclusion of further parties in the list, being related parties within the meaning of Companies Act and Listing Regulations, for financial years commencing from financial year 2018-19.

Sl. No	Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship	Nature and material terms of Transaction	Aggregate maximum monetary value of the contract or arrangement per financial year	
1.	Prajay Urban Private Limited	None	Associate	Loan/ Advance/ Interest / Investment/ Inventories Reimbursement of Expenses	₹50 Cr	
2.	Supervalue Nirman LLP	None	LLP wherein the Company is a Partner	Loan/ Advance/ Interest / Investment/ Reimbursement of Expenses	₹25 Cr	
3.	Prabhakar Viniyog Private Limited	None	Promoters	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee	To be included in aggregate limit of ₹3,000 Crores sanctioned for companies, severally and / or jointly, vide Postal Ballot Notice dated 9th November, 2016 and AGM Notice dated 1st July, 2017	
4.	Raviraj Viniyog Private Limited	None	Promoters	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
5.	TMT Viniyogan Ltd	None	Promoters	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
6.	Sundew Finance Private Limited	None	Entities where Company's Promoters have significant influence	Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
7.	Emami Cement Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses / Corporate Guarantee		
8.	AMRI Hospitals Limited	Mrs. Karabi Sengupta		Loan/ Advance/ Interest / Reimbursement of Expenses		₹100 Cr
9.	Add-Albatross Properties Private Limited	None		Loan/ Interest/ Reimbursement/ Security Deposit/ Corporate Guarantee/ Commission		₹400 Cr
10.	Fastgrow Crops Private Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹50 Cr
11.	Emami Beverages Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹35 Cr
12.	Sneha Skyhigh Private Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹25 Cr
13.	Emami Projects Private Limited	None		Loan/ Advance/ Interest / Reimbursement of Expenses		₹35 Cr
14.	Emami Constructions Private Limited	None		Loan/ Advances / Interest / Reimbursement of Expenses		₹40 Cr

Any other information relevant or important for the members to take a decision on the proposed resolution:

1. The Company had availed credit facilities of ₹ 100 Crores and ₹ 200 Crores from Housing Development Finance Corporation Limited ("HDFC") on the terms and conditions contained in the Master Facility Agreements executed on 29th November, 2016 and 4th August, 2017 respectively. The said facilities were, inter alia secured by the Corporate Guarantee of Bhanu Vyapaar Private Limited. During the year 2018-19, the Corporate Guarantee of the Bhanu Vyapaar Private Limited was released and in place thereof, the Company furnished Corporate Guarantee of Prabhakar Viniyog Private Limited in favour of HDFC on similar terms.

2. The Company availed credit Facility of ₹ 100 Crores and ₹ 30 Crores from Axis Finance Limited ("Axis") on the terms and conditions contained in the Master Facility Agreements executed on 10th March, 2017 (as amended) and 22nd September, 2017 respectively. The said facilities were, inter alia secured by the Corporate Guarantee of Bhanu Vyapaar Private Limited and Suntrack Commerce Private Limited, respectively. During the year 2019-20, the Company furnished additional Corporate Guarantee of Raviraj Viniyog Private Limited in favour of Axis, on similar terms.
3. During the year 2018-19, the Company availed inter-corporate loan from entity mentioned at No. 7 for its general corporate purposes, at a rate being in line with prevailing market rate.

4. The Company has previously approved the limit for transactions with entities mentioned at No 8 to 14 and the same is now being revised in line with business requirements of the Company. Since beginning of transaction, the opening balances of each such entity are also sought to be ratified.

Accordingly, approval of the members is sought for confirmation and ratification of the related party transactions as mentioned above.

Your Directors recommend the Resolution at Item No. 6 for your approval by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives except as mentioned in the table above, are concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 7**

In order to augment resources for general corporate purposes, the Company may offer or invite subscription for NCDs, in one or more tranches on private placement basis, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

In terms of applicable provisions of the Act and rules framed thereunder, the Company can issue securities on a private placement basis subject to the condition that the proposed offer of securities or invitation to subscribe to securities has been previously approved by the Members of the Company by means of a Special

Resolution, for each of the offers or invitations. In case of an offer or invitation for NCDs, it would be sufficient if the Company passes Special Resolution only once in a year for all offer(s) or invitation(s) for such NCDs issued on a private placement basis during the year which shall be within the limit of which the approval being sought.

Consent of the Members is therefore, sought in connection with the aforesaid issue of NCDs including but not limited to subordinated debentures, bonds etc. on private placement basis redeemable at par or premium, as the case may be, within the overall borrowing limits as approved by the Members from time to time, in one or more tranches, during a period of one year from the date of passing of this resolution.

The Directors recommend the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

By Order of the Board  
For **Emami Realty Limited**  
(formerly Emami Infrastructure Limited)

Place: Kolkata  
Date: 30th May, 2019

**Payel Jain**  
Company Secretary  
M. No. A22418



**DETAILS OF DIRECTORS PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS**

Name of the Director	Mrs. Karabi Sengupta	Mr. Rajesh Bansal
DIN	02534951	00645035
Date of Birth	6th December, 1951	3rd September, 1962
Age (in years)	67	56
Educational Qualification	Bachelor in Architecture	B.Com (Hons)
Experience (including expertise in specific functional areas)/ Brief resume	She was associated with the West Bengal Housing Board for almost 24 years and retired after serving as the Chief Architect of West Bengal Housing Board for 2 decades in 2011. She has also been an Architectural Advisor to Newtown Kolkata Development Authority for almost 10 years.	He has over two decades of rich experience in the Real Estate Industry and is a member of Bundelkhand Chamber of Commerce since 4 years and plays a key role in the Emami Group in development of the project namely "Emami Nature" at Khailar, Jhansi which is spread over 100 acres of land. He has been instrumental in acquisition of approximately around 1200-1300 acres of land in Jhansi of Uttar Pradesh and Indore/ Khajuraha/ Oreha/ Guna of Madhya Pradesh for Emami Group.
Date of first appointment on the Board	31st March, 2015	22nd July, 2016
Terms and Conditions of Appointment/ Re-appointment	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 11th AGM read with explanatory statement thereto	Proposed to be re-appointed as the Whole-time Director for a period of 3 years as per Notice convening the 11th AGM read with explanatory statement thereto.
Last drawn remuneration	Refer Corporate Governance Report section of the Annual Report 2018-19	Refer Corporate Governance Report section of the Annual Report 2018-19
Details of Remuneration sought to be paid	No approval sought for remuneration.  Eligible for sitting fees for attending meetings of the Board and Committees in which she is a member.	Refer to the Explanatory Statement above
Shareholding in the Company	NIL	NIL
Number of meetings of the Board attended during the financial year	Refer Corporate Governance Report section of the Annual Report 2018-19	Refer Corporate Governance Report section of the Annual Report 2018-19
Directorships in other Companies	<u>Listed</u> None <u>Unlisted</u> 1. AMRI Hospitals Limited 2. Aditya Vincom Private Limited	<u>Listed</u> None <u>Unlisted</u> 1. Philipose Resorts Private Limited 2. Muskan Infrabuild Private Limited 3. S N Industries Private Limited 4. Dev Infracity Private Limited 5. Raj Infraproperties Private Limited 6. Vibu Infraproperties Private Limited
Membership/ Chairmanship of Committees of the Boards of other Companies	None	None
Disclosure of relationship between directors inter-se	None	None

## ROUTE MAP TO THE VENUE OF 11TH AGM



📍 Kolkata Centre for Creativity,  
777, Anandapur, EM Bypass,  
Kolkata – 700107



# Emami Realty Limited

(formerly Emami Infrastructure Limited)

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107,

Tel: 022 6625 1200; E-mail: infra@emamirealty.com; Website: www.emamirealty.com

## PROXY FORM: MGT-11

I/We, being the member(s), holding.....shares of Emami Realty Limited do hereby appoint:

- (1) Name..... Address.....  
E-mail Id..... Signature.....or failing him/her
- (2) Name..... Address.....  
E-mail Id..... Signature.....or failing him/her
- (3) Name..... Address.....  
E-mail Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the **11th Annual General Meeting** of the Company, to be held on **Thursday, 19th September, 2019 at 11.00 A.M. at Kolkata Centre for Creativity, 777, Anandapur, E M Bypass, Kolkata – 700 107** and at any adjournment thereof, in respect of resolutions as are indicated below:

Sr. No.	Resolutions
<b>Ordinary Business:</b>	
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31/03/2019 and the reports of the Directors and Auditors thereon.
2.	Appointment of a Director in place of Mr. Rajesh Bansal (DIN: 00645035) who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of M/S Agrawal Tondon & Co., Chartered Accountants (Registration No. 329088E) as the Statutory Auditors for a period of 5 years from the conclusion of this meeting till the conclusion of 16th Annual General Meeting.
<b>Special Business:</b>	
4.	Re-appointment of Mrs. Karabi Sengupta (DIN: 02534951) as an Independent Director of the Company for a period of 5 years w.e.f. 31st March, 2020
5.	Re-appointment of Mr. Rajesh Bansal (DIN: 00645035) as the Whole-time Director of the Company for a period of 3 years w.e.f. 10th August, 2018
6.	Approval to Related Party Transactions
7.	Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures

Signed this .....day of .....2019

Member's Folio /DP ID Client ID No.....

Signature of Shareholder (s).....

Signature of Proxy holder.....

Affix  
Revenue  
Stamp

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 11th Annual General Meeting.



**Emami Realty Limited  
(Formerly Emami Infrastructure Limited)**

CIN: L45400WB2008PLC121426

Regd Off: Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba,  
Kolkata - 700 107, Tel: 033 6625 1200

E-mail: [infra@emamirealty.com](mailto:infra@emamirealty.com), Website: [www.emamirealty.com](http://www.emamirealty.com)

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the **11<sup>th</sup> Annual General Meeting** of the Company held on **Thursday, 19<sup>th</sup> September, 2019** at **11.00 A.M.** at **Kolkata Centre for Creativity, 777, Anandapur, E M Bypass, Kolkata – 700 107**

<b>Serial No.</b>	
<b>Name</b>	
<b>Name(s) of Joint Holder(s), if any</b>	
<b>Address</b>	
<b>Folio/Client ID No.</b>	
<b>DP ID</b>	
<b>No. of shares held</b>	

\_\_\_\_\_  
Name of Proxy (in BLOCK LETTERS)

\_\_\_\_\_  
Signature of Shareholder/Proxy Present

**Note:**

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-voting Sequence Number)</b>	<b>USER ID</b>	<b>Password</b>