



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

Ref: ERL/SECRETARIAL/2019-20/914

19<sup>th</sup> September, 2019

**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 11<sup>th</sup> Annual General Meeting held on 19<sup>th</sup> September, 2019**

With reference to the above captioned subject and further to our letter dated 19<sup>th</sup> September, 2019, we wish to inform that, at the 11<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on 19<sup>th</sup> September, 2019 at the Kolkata Centre for Creativity, 777, Anandapur, E. M. Bypass, Kolkata – 700107, all the resolutions from Agenda Item No.1 to 7 of the Notice dated 30<sup>th</sup> May, 2019 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 19<sup>th</sup> September, 2019, 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 poll will also be put on the Company’s website.

This is for your information and record.

Thanking you.

Yours truly,

For Emami Realty Limited

  
Girija Kumar Choudhary  
Whole-time Director & CFO  
DIN: 00821762



**Encl: as above**

## EMAMI REALTY LTD - AGM Attended and Voting Summary

## Format for Voting Result

Date of the AGM	September 19, 2019
Total Number of Shareholders on record date	33662
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	44
Public	252
<b>Total</b>	<b>296</b>
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
<b>Total</b>	

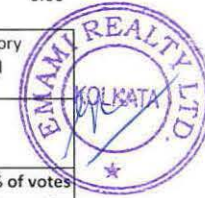
## Agenda- wise disclosure (to be disclosed separately for agenda item)

1 Ordinary Business:			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.					
Whether promoter/promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	14,104,884	99.97	14,104,884	-	100.00	
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		14,104,884	99.97	14,104,884	-	100.00	
Public - Institutional holders	E-Voting	41,635	-		-	-		
	Poll		-		-	-		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		-		-	-		
Public - Non Institution	E-Vote	13,788,104	282,329	2.05	282,297	32	99.99	0.01
	Poll		4,568	0.03	4,568	-	100.00	
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		286,897	2.08	286,865	32	99.99	0.01
<b>Total</b>		<b>27,938,889</b>	<b>14,391,781</b>	<b>51.51</b>	<b>14,391,749</b>	<b>32</b>	<b>100.00</b>	<b>0.00</b>



2 Ordinary Business:			Appointment of a Director in place of Mr. Rajesh Bansal (DIN: 00645035) who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	14,104,884	99.97	14,104,884	-	100.00	
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		14,104,884	99.97	14,104,884	-	100.00	
Public - Institutional holders	E-Voting	41,635	-	-	-	-		
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-		
Public - Non Institution	E-Vote	13,788,104	282,343	2.05	282,193	150	99.95	0.05
	Poll		4,568	0.03	4,568	-	100.00	
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		286,911	2.08	286,761	150	99.95	0.05
<b>Total</b>		<b>27,938,889</b>	<b>14,391,795</b>	<b>51.51</b>	<b>14,391,645</b>	<b>150</b>	<b>100.00</b>	<b>0.00</b>

3 Ordinary Business:			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.					
Whether promoter/promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	14,104,884	99.97	14,104,884	-	100.00	
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		14,104,884	99.97	14,104,884	-	100.00	
Public - Institutional holders	E-Voting	41,635	-	-	-	-		
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-		
Public - Non Institution	E-Vote	13,788,104	282,343	2.05	282,193	150	99.95	0.05
	Poll		4,568	0.03	4,568	-	100.00	
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		286,911	2.08	286,761	150	99.95	0.05
<b>Total</b>		<b>27,938,889</b>	<b>14,391,795</b>	<b>51.51</b>	<b>14,391,645</b>	<b>150</b>	<b>100.00</b>	<b>0.00</b>



4 Special Business:			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					
Whether promoter/promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	14,104,884	99.97	14,104,884	-	100.00	
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		14,104,884	99.97	14,104,884	-	100.00	
Public - Institutional holders	E-Voting	41,635	-	-	-	-		
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-		
Public - Non Institution	E-Vote	13,788,104	282,343	2.05	282,262	81	99.97	0.03
	Poll		4,568	0.03	4,568	-	100.00	
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		286,911	2.08	286,830	81	99.97	0.03
<b>Total</b>		<b>27,938,889</b>	<b>14,391,795</b>	<b>51.51</b>	<b>14,391,714</b>	<b>81</b>	<b>100.00</b>	<b>0.00</b>

5 Special Business:			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					
Whether promoter/promoter group are interested in the agenda/resolution ?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	-	-	-	-	-	
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-		
Public - Institutional holders	E-Voting	41,635	-	-	-	-		
	Poll		-	-	-	-		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-		
Public - Non Institution	E-Vote	13,788,104	282,343	2.05	282,193	150	99.95	0.05
	Poll		4,568	0.03	4,568	-	100.00	
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		286,911	2.08	286,761	150	99.95	0.05
<b>Total</b>		<b>27,938,889</b>	<b>286,911</b>	<b>1.03</b>	<b>286,761</b>	<b>150</b>	<b>99.95</b>	<b>0.05</b>



6 Special Business:			Approval to Related Party Transactions					
Whether promoter/promoter group are interested in the agenda/resolution ?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Institutional holders	E-Voting	41,635	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institution	E-Vote	13,788,104	282,294	2.05	282,162	132	99.95	0.05
	Poll		4,568	0.03	4,568	-	100.00	-
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		286,862	2.08	286,730	132	99.95	0.05
<b>Total</b>		<b>27,938,889</b>	<b>286,862</b>	<b>1.03</b>	<b>286,730</b>	<b>132</b>	<b>99.95</b>	<b>0.05</b>

7 Special Business:			Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures					
Whether promoter/promoter group are interested in the agenda/resolution ?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	14,109,150	14,104,884	99.97	14,104,884	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		14,104,884	99.97	14,104,884	-	100.00	-
Public - Institutional holders	E-Voting	41,635	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		-	-	-	-	-	-
Public - Non Institution	E-Vote	13,788,104	282,343	2.05	282,262	81	99.97	0.03
	Poll		4,568	0.03	4,568	-	100.00	-
	Postal Ballot (if applicable)		N.A.	-	N.A.	N.A.	N.A.	N.A.
	Total		286,911	2.08	286,830	81	99.97	0.03
<b>Total</b>		<b>27,938,889</b>	<b>14,391,795</b>	<b>51.51</b>	<b>14,391,714</b>	<b>81</b>	<b>100.00</b>	<b>0.00</b>





**SCRUTINIZER'S REPORT**

**[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]**

To

The Chairman of the 11<sup>th</sup> (Eleventh) Annual General Meeting (“AGM”) of the Members of Emami Realty Limited (Formerly Emami Infrastructure Limited) (CIN: L45400WB2008PLC121426), held on Thursday, 19<sup>th</sup> day of September, 2019 at Kolkata Centre for Creativity, 777, Anandapur, E. M. Bypass, Kolkata – 700 107, West Bengal at 11.00 A.M.

Dear Sir,

I, Raj Kumar Banthia, Partner of M/s MKB & Associates, Practicing Company Secretaries, appointed by the Board of Directors of **Emami Realty Limited (Formerly Emami Infrastructure Limited)** (“the Company”) for the purpose of scrutinizing the process of voting through remote e-voting and voting by use of ballot forms at the 11<sup>th</sup> Annual General Meeting of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the Secretarial Standard on General Meetings, in respect of the below mentioned resolutions proposed at the 11<sup>th</sup> Annual General Meeting of the Company held on Thursday, 19<sup>th</sup> day of September, 2019 at Kolkata Centre for Creativity, 777, Anandapur, E. M. Bypass, Kolkata – 700 107, West Bengal at 11.00 A.M., do hereby submit my report as follows:





- (a) The Notice dated 30<sup>th</sup> May, 2019 convening the 11<sup>th</sup> 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 by 22<sup>nd</sup> August, 2019 to the members of the Company.
- (b) The Company provided remote e-voting facility offered by Central Depository Services (India) Limited (“CDSL”) to its shareholders. At the Annual General Meeting, the Company provided voting facility by way of poll to the shareholders who did not cast their vote through remote e-voting.
- (c) The members holding shares either in physical or dematerialized form, as on the “cut off date”, i.e., 13<sup>th</sup> September, 2019 were entitled to vote 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 20 of the Companies (Management and Administration) Rules, 2014, as amended, the voting period for remote e-voting commenced on Monday, 16<sup>th</sup> September, 2019 from 10.00 AM (IST) and ended on Wednesday, 19<sup>th</sup> September, 2019 at 5.00 PM (IST).
- (e) The members and/or their proxies at the meeting exercised their voting rights through ballot papers at the poll conducted at the Annual General Meeting, as stated above.
- (f) After conclusion of voting at the 11<sup>th</sup> Annual General Meeting of the Company, the votes cast at the meeting were counted first, and thereafter, the votes cast through remote e-voting were unblocked in the presence of Ms. Payal Mundhara and Ms. Mudra Khetan, who acted as witnesses in accordance with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
- (g) Thereafter, the details containing, inter alia, the list of members, who voted “FOR” or “AGAINST” on each of the resolutions that were put to vote, were derived from the ballot forms received at the poll conducted at the meeting, as well as the report generated from the remote e-voting website of CDSL, <https://www.evotingindia.com>, in respect of remote e-voting.





(h) 64 members have cast their votes through remote e-voting and 13 members and/or their proxy have cast their votes through poll at the AGM venue and all such votes are valid.

(i) Pursuant to the Listing Regulations, the votes of 51 members, being related parties, have not been included in resolution number 5 and 6.

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

	Number of votes (shares) cast through remote e-voting (1)	Number of votes (shares) cast on poll at 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> 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				
(1) Voted in favour of the resolution	14387181	4568	14391749	99.9998
(2)Voted against the resolution	32	0	32	0.0002
<b>Total</b>	<b>14387213</b>	<b>4568</b>	<b>14391781</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No. 2 as an Ordinary Resolution:</b> Appointment of a Director in place of Mr. Rajesh Bansal (DIN: 00645035) who retires by rotation and being eligible, offers himself for reappointment				
(1) Voted in favour of the resolution	14387077	4568	14391645	99.9990







(2)Voted against the resolution	150	0	150	0.0010
<b>Total</b>	<b>14387227</b>	<b>4568</b>	<b>14391795</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No. 3 as a Ordinary Resolution:</b> 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.				
(1) Voted in favour of the resolution	14387077	4568	14391645	99.9990
(2)Voted against the resolution	150	0	150	0.0010
<b>Total</b>	<b>14387227</b>	<b>4568</b>	<b>14391795</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>SPECIAL BUSINESS</b>				
<b>Item No. 4 as a Special Resolution:</b> 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				
(1) Voted in favour of the resolution	14387146	4568	14391714	99.9994
(2)Voted against the resolution	81	0	81	0.0006
<b>Total</b>	<b>14387227</b>	<b>4568</b>	<b>14391795</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No.5 as a Special Resolution:</b> 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				
(1) Voted in favour of the	282193	4568	286761	99.9477





resolution				
(2)Voted against the resolution	150	0	150	0.0523
<b>Total</b>	<b>282343</b>	<b>4568</b>	<b>286911</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No.6 as a Ordinary Resolution: Approval to Related Party Transactions</b>				
(1) Voted in favour of the resolution	282162	4568	286730	99.9540
(2)Voted against the resolution	132	0	132	0.0460
<b>Total</b>	<b>282294</b>	<b>4568</b>	<b>286862</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-
<b>Item No.7 as an Special Resolution: Approval for issue/offer/invite for subscription to Secured / Unsecured Redeemable Non-Convertible Debentures</b>				
(1) Voted in favour of the resolution	14387146	4568	14391714	99.9994
(2)Voted against the resolution	81	0	81	0.0006
<b>Total</b>	<b>14387227</b>	<b>4568</b>	<b>14391795</b>	<b>100</b>
(3)Invalid Votes	0	0	0	-

Based on the aforesaid results, the resolution numbers 1 to 7 as contained in the Notice have been passed with requisite majority.







The physical ballot forms and remote e-voting register are under my safe custody and will be handed over to the Chairman or the Company Secretary of the Company for preserving safely after the Minutes of the meeting are signed.

Thanking you,

Yours faithfully

Raj Kumar Banthia  
Partner

MKB & Associates  
Membership No.: 17190  
COP No.: 18428  
FRN: P2010WB042700

Date: 19<sup>th</sup> September, 2019  
Place: Kolkata