



emami* realty limited
(formerly emami* Infrastructure Limited)

Ref: ERL/SECRETARIAL/2020-21/354

30th July, 2020

To

The General Manager
Department of Corporate
Services
BSE Limited
Phiroze S Jeejeebhoy Towers
Dalal Street, Mumbai-400001

The Secretary
**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

Respected Ma'am/Sir,

Sub: Submission of Annual Compliance Report for the financial year ended 31st March, 2020

Respected Ma'am/Sir,

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020.

This is for your information and record.

Thanking you.
Yours faithfully,

For Emami Realty Limited

Payel Agarwal

Payel Agarwal
Company Secretary
(ACS: 22418)



Encl: As above



**SECRETARIAL COMPLIANCE REPORT OF EMAMI REALTY LIMITED FOR THE
YEAR ENDED 31ST MARCH, 2020**

I. Manoj Kumar Banthia, Partner of M/s MKB & Associates, Company Secretaries in Practice, have examined:

- (a) all the documents and records made available to us and explanation provided by **EMAMI REALTY LIMITED (Formerly EMAMI INFRASTRUCTURE LIMITED)** ("the listed entity").
- (b) the filings/ submissions made by the listed entity to the stock exchanges.
- (c) website of the listed entity.
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification.

for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, to the extent applicable, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
 - (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- and circulars/ guidelines issued there under;





and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015	Approval of shareholders in respect of a material related party transaction undertaken during the financial year 2019-20 exceeding the limits as approved by the shareholders of the Company in the Annual General Meeting held on 21 st September, 2017, has not been obtained.	The Company shall obtain approval of the shareholders of the Company in the ensuing General Meeting of the Company

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken by	Details of violation	Details of action taken e.g., fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
None				





(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.		<i>Approval of shareholders under Regulation 23 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 for certain material related party transactions during the year has not been obtained yet.</i>	<i>Approval of shareholders for transactions with related parties, being material in nature, has been obtained at the annual general meeting of the Company held on 19.09.2019</i>	<i>The Company has obtained approval of the shareholders for related party transactions in the last annual general meeting. Hence, no further action is required.</i>

(e) During the year under review M/s. Agrawal Tondon & Co., Chartered Accountants were appointed as the statutory auditors of the Company for a period of 5 years till the conclusion of 16th Annual General Meeting of the Company and the terms of their appointment is in accordance with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019. In this regard, we report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For MKB & Associates
Practicing Company Secretaries


Manoj Kumar Banthia
(Partner)

ACS No. 11470

C P No.: 7596

FRN: P2010WB042700

Date: 30th June, 2020

Place: Kolkata

UDIN: A011470B000401178