



Annexure -1)

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emami* realty limited
(formerly emami Infrastructure Limited)

ANNEXURE 11

**Compliance Report as per requirements specified in Part A of Annexure I of SEBI Circular
No. CFD/DIL3/CIR/2017/21 dated March 10, 2017**

It is hereby certified that the draft Scheme of Arrangement for Demerger involving Oriental Sales Agencies (India) Private Limited ("Demerged Company") and the Company ("Resulting Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting


Payel Agarwal
Company Secretary


Girija Kumar Choudhary
Whole-time Director & CFO

Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement for demerger involving Oriental Sales Agencies (India) Private Limited ("Demerged Company") and the Company ("Resulting Company") are in compliance with all the Accounting Standards applicable to a listed entity.


Girija Kumar Choudhary
Whole-time Director & CFO

Place: Kolkata
Date: March 19, 2020