



Ref: ERL/SECRETARIAL/2024-25/784

21<sup>st</sup> November, 2024

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: Postal Ballot Notice**

In furtherance to our letter dated 12<sup>th</sup> November, 2024 and pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') & SEBI Circular no. CIR/CFD/CMD/4/2015 dated 9<sup>th</sup> September, 2015 ("SEBI Circular"), we hereby submit the Postal Ballot Notice dated 12<sup>th</sup> November, 2024 along with the Explanatory Statement ("Notice") seeking approval of members by means of postal ballot through the mode of remote e-voting only, for the resolutions as set out in the Notice.

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the applicable Rules, Listing Regulations, the provisions of relevant MCA Circulars and other law(s) as applicable, the Company is providing e-voting facility to the shareholders, whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 15<sup>th</sup> November, 2024 ("Cut-Off Date")** as received from the Depositories, to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for this purpose.

Further, in accordance with the provisions of the relevant MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail only to all its shareholders who have registered their email addresses with the Company or depository / depository participants, as on the Cut-off Date. Physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will take place through the remote e-voting system only.

The facility of e-voting will be available for the following period:

Commencement of e-voting: Friday, 22<sup>nd</sup> November, 2024 at 10:00 a.m. (IST)  
End of e-voting: Saturday, 21<sup>st</sup> December, 2024 at 5:00 p.m. (IST)

The results of the Postal Ballot will be announced on Monday, 23<sup>rd</sup> December, 2024. The Notice is also being made available on the website of the Company at [www.emamirealty.com](http://www.emamirealty.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

This is for your information and record.

Thanking You.

Yours faithfully,

For Emami Realty Limited

Payel Agarwal  
Company Secretary  
ACS 22418



**emami realty 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)

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#### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Shareholder(s),**

**NOTICE** is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards read with General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") that the resolutions as set out hereunder are proposed to be passed by the members through postal ballot by voting through electronic means only.

In compliance with the MCA Circulars, the Company will send the Postal Ballot Notice by electronic mail only, to all its shareholders who have registered their email addresses with the Company or depository / depository participants. Physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Further, the communication of assent / dissent of the members will take place through the remote e-voting system only.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof relating to the resolution is annexed.

Member(s) are requested to read carefully the instructions given in the Notes forming part of the Notice.

#### **SPECIAL BUSINESS:**

1. To consider and if thought fit, to give assent/dissent to 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 and 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. 10<sup>th</sup> August, 2024, on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to this Notice and as enumerated in the Agreement dated 30<sup>th</sup> May, 2024, which Agreement is 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** the Board of Directors of the Company be and is hereby authorised to fix, vary or amend the remuneration and other terms of his appointment from time to time, as it may deem appropriate, expedient or necessary during the tenure of his appointment, within the limits as approved by the members.

**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.”

2. To consider and if thought fit, to give assent/dissent to the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in partial modification to the resolution passed by the members at the 15<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023 under the provisions of Section 188 of the Companies Act, 2013 and 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, the members do hereby confirm, approve and ratify the arrangements/ transactions/ contracts/ agreements hitherto entered or to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and Premier Ferro Alloys & Securities Limited, being related party as detailed in the Explanatory Statement annexed to this Notice, including any other transfer of resources, services or obligations with the said related party, for an aggregate value not exceeding Rs. 200 Crores during any financial year.

**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/ 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(ies) and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related party.

**RESOLVED FURTHER THAT** all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
For Emami Realty Limited

Kolkata  
12<sup>th</sup> November, 2024



*Payel Agarwal*

Payel Agarwal  
Company Secretary  
M. No. A22418



## NOTES:

- 1) In compliance with Sections 108, 110 and other applicable provisions of the Act, read with the applicable Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the provisions of MCA Circulars and other law(s) as applicable, the e-voting facility is being provided to the shareholders to cast their votes electronically (hereinafter referred to as "Remote e-voting"). The Company has availed services of Central Depository Services (India) Limited (CDSL) for this purpose. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.
- 2) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, November 15, 2024 ("Cut-Off Date")** received from the Depositories and whose email addresses are registered with the Company/ Registrar and Share Transfer Agent / Depository Participant/ Depositories. Physical copies of Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
  - A. In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the Notice may temporarily get their email registered by contacting or writing a mail to Mr. S. K. Chaubey, Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent ('RTA'), at the email id - [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or Mrs. Payel Agarwal, Company Secretary at the email id - [infra@emamirealty.com](mailto:infra@emamirealty.com). Post successful registration of the email, the shareholder would get soft copy of the Notice and the procedure for e-voting. In case of any queries, shareholder may write to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) or [infra@emamirealty.com](mailto:infra@emamirealty.com)
  - B. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA, by following due procedure.
  - C. Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's RTA to enable servicing of notices / documents / Annual Reports electronically to their email address.
- 3) This Notice and Explanatory Statement have also been made available on the website of the Company i.e. [www.emamirealty.com](http://www.emamirealty.com) and on the website of the e-voting agency viz. CDSL at [www.evotingindia.com](http://www.evotingindia.com) and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed.
- 4) Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 15, 2024 ("Cut-off date") will be entitled to cast their vote(s).
- 5) The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date.
- 6) The voting period begins on Friday, November 22, 2024 at 10:00 a.m. and ends on Saturday, December 21, 2024 at 05:00 p.m. All dates and times mentioned herein, are as per Indian Standard Time.
- 7) Shareholders are requested to carefully read the instructions for e-voting forming part of this notice.
- 8) The Board of Directors of the Company has appointed Mr. Raj Kumar Banthia, Partner, M/s. MKB & Associates, Practising Company Secretary, Kolkata as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 9) After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman/ Managing Director of the Company. The results of the Postal Ballot will be announced on Monday, December 23, 2024. The said results would be displayed on the website of the Company at [www.emamirealty.com](http://www.emamirealty.com) and simultaneously intimated to the CDSL, National Stock Exchange of India Limited, the BSE Limited and the Calcutta Stock Exchange Limited.
- 10) Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members can inspect the same by writing an e-mail to the Company at [infra@emamirealty.com](mailto:infra@emamirealty.com)
- 11) The procedure for remote e-voting are as under:
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and other relevant rules made thereunder, as amended, Regulation 44 of the SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, in relation to e-Voting facility provided by Listed Entities, the Company is providing e-voting facility to the members, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL"), on all the resolutions set forth in this Notice.

- ii. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Friday, November 22, 2024 (10:00 a.m. IST) and ends on Saturday, December 21, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, November 15, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
  - iii. The Board of Directors has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary, being Partners of M/s. MKB & Associates, Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
  - iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
  - v. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.
  - vi. Any person, holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
  - vii. In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- 12) The instructions for e-voting are as under:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, November 22, 2024 (10:00 a.m. IST) and ends on Saturday, December 21, 2024 (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 (record date) of Friday, November 15, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders  | Login Method  |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository                               | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>  |
| Individual Shareholders holding securities in demat mode with NSDL Depository                               | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>   |



**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b> |   |
|--|---|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details <b>OR</b> Date of Birth (DOB)  | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>                 |

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for < **EMAMI REALTY LIMITED** > on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual 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 in the "Corporates" module.
  - 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [infra@emamirealty.com](mailto:infra@emamirealty.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 1

Mr. Rajesh Bansal was re-appointed as the Whole-Time Director of the Company for a period of 3 years upto 9<sup>th</sup> August, 2024. In order that there is no break in his tenure and considering his contribution to the Company, the Board of Directors at its meeting held on 30<sup>th</sup> May, 2024, on the recommendations of the Nomination and Remuneration 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. 10<sup>th</sup> August, 2024 for a further period of 3 years on the terms and conditions including remuneration as contained in the Agreement dated 30<sup>th</sup> May, 2024. The material terms of appointment and remuneration as contained in the said Agreement dated 30<sup>th</sup> May, 2024 entered with Mr. Bansal, are given below:

#### 1. Remuneration:

- a. Basic Salary : ₹ 1,09,700/- per month with authority to the Board of Directors to determine any merit based revision from time to time, in the range of ₹1,00,000 to 2,00,000 per month, as may be recommended by the Nomination and Remuneration Committee from time to time, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, as amended.
- b. Perquisites and other benefits: Besides the above salary, Mr. Bansal will be entitled to the perquisites and other benefits including HRA, Special Allowance, Gift Allowance, LTA, Contribution to Provident Fund, Gratuity as per Company's policy and direct payment by Company or reimbursement of expenses wholly and exclusively incurred for the business of the Company

#### 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.

Additional information in respect of Mr. Bansal pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is given as Annexure to this Notice.

Mr. Bansal satisfies all conditions set out in sub-section (3) of Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Your Directors believe that continued association of Mr. Bansal would be immensely beneficial to the Company and hence recommends the Resolution at item no. 1 of this Notice for your approval. At the time of approval of notice of Annual General Meeting by the Board, out of inadvertence, this matter relating to approval of re-appointment of Mr. Rajesh Bansal was left out to be included therein. Hence, the Board has decided to seek approval of the shareholders by way of postal ballot.

Copy of the Agreement dated 30<sup>th</sup> May, 2024 referred above shall be open for inspection by the Members in electronic mode. Members can inspect the same by sending an email to [infra@emamirealty.com](mailto:infra@emamirealty.com). 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.

#### Item No. 2

In terms of Regulation 23(4) of the SEBI Listing Regulations, all material transactions with related parties as per 2(1)(zb) of the SEBI 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. Further, in terms of the provisions of Section 188(1) of the Act that govern the related party transactions, a company is required to obtain prior approval of shareholders if the value of transaction with related party exceeds the 10% of turnover of the Company.

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 approved by the members in the Annual General Meeting held on 29<sup>th</sup> September, 2023.

The other related information as envisaged under the Act and SEBI Listing Regulations, are furnished hereunder:

| Sl. No. | Particulars  |   |
|---------|--|---|
| 1.      | Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)            | Name: Premier Ferro Alloys & Securities Limited<br>Relationship: Promoter Group Company |
| 2.      | Type, material terms and particulars of the proposed transactions  | Loan taken<br>Interest on Loan  |
| 3.      | Tenure of the proposed transaction (particular tenure shall be specified)  | Recurring transaction   |
| 4.      | Value of the proposed transaction  | The aggregate value shall not exceed ₹ 200 Crores during any financial year             |
| 5.      | The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction | 325 percent (approx.)   |
| 6.      | If the transaction relates to any loans, inter-corporate   | Not Applicable  |

|     |   |  |
|-----|---|--|
|     | deposits, advances or investments made or given by the listed entity or its subsidiary:<br>i) details of the source of funds in connection with the proposed transaction;<br>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: nature of indebtedness, cost of funds and tenure;<br>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and<br>iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. |  |
| 7.  | Justification as to why the RPTs are in the interest of the listed entity   | The funds borrowed through Inter corporate loan is being utilized for meeting the business requirements, repayment of existing loans and general corporate purposes which is in the interest of the Company. |
| 8.  | A copy of the valuation or other external party report, if any such report has been relied upon;  | The transactions do not contemplate any Valuation  |
| 9.  | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transactions will be made available through the registered e-mail address of the shareholders;  | The transactions do not contemplate any Valuation  |
| 10. | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis  | 1665 percent (approx.)   |
| 11. | Any other information that may be relevant  | None   |

The Audit Committee has approved the abovesaid related party transactions and has noted that these transactions are in the ordinary course of business and are at arm's length.

Accordingly, approval of the members is sought under Regulation 23(4) of the SEBI Listing Regulations, for entering into/ ratification of related party transaction as mentioned above, by way of an ordinary resolution.

Your Directors recommend the resolution for members' approval by way of an Ordinary Resolution.

None of the Directors, KMPs or their relatives, are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board of Directors  
For Emami Realty Limited



*Payel Agarwal*

Payel Agarwal  
Company Secretary  
M. No. A22418

Kolkata  
12<sup>th</sup> November, 2024

Details of Directors seeking appointment / re-appointment / fixation of remuneration at the Annual General Meeting

|  |  |
|--|--|
| Name of the Director   | Mr. Rajesh Bansal  |
| DIN  | 00645035   |
| Date of Birth  | 03.09.1962   |
| Age (in years)   | 62 years   |
| Qualification  | B.Com (Hons)   |
| Experience (including expertise in specific functional areas)/ Brief resume  | He has rich experience in the Real Estate Industry and is a member of Bundelkhand Chamber of Commerce. 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   | 22 <sup>nd</sup> July, 2016  |
| Terms and Conditions of Appointment/ Re-appointment  | Re-appointment of Mr. Rajesh Bansal as the Whole-time Director of the Company with effect from 10 <sup>th</sup> August, 2024 for a term of 3 years on existing terms and conditions  |
| Last drawn remuneration  | Rs. 29.23 lakhs p.a.   |
| Details of Remuneration sought to be paid  | As given in the Explanatory Statement  |
| Shareholding in the Company  | NIL  |
| Number of meetings of the Board attended during the financial year   | 1 out of 4 meetings attended   |
| Directorships in other companies   | <ul style="list-style-type: none"> <li>• Philipose Resorts Private Limited</li> <li>• Muskan Infrabuild Private Limited</li> <li>• S N Industries Private Limited</li> <li>• Dev Infracity Private Limited</li> <li>• Raj Infraproperties Private Limited</li> <li>• Vibu Infraproperties Private Limited</li> </ul> |
| Membership/ Chairmanship of Committees of the Boards of other Companies (includes only Audit & Stakeholders' Relationship Committee) | None   |
| Relationship with other directors or KMP   | None   |