

Ref: ERL/SECRETARIAL/2025-26/1237

8<sup>th</sup> January, 2026

To  
The General Manager  
Department of Corporate Services  
**BSE Limited**  
Phiroze S Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001  
Scrip Code: **533218**

To  
The Secretary  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai-400051  
NSE Symbol: **EMAMIREAL**

Dear Sir,

**Sub: Proceedings of Postal Ballot**

We refer to our letter dated 22<sup>nd</sup> December, 2025, whereby we have submitted the result of Postal Ballot and E-voting along with the Scrutinizer's Report for the Postal Ballot conducted by the Company through remote e-voting process for seeking approval of its members for the resolutions as set out in the Postal Ballot Notice dated 19<sup>th</sup> November, 2025.

We now enclose herewith the Minutes of declaration of results of the resolution passed through postal ballot/ e-voting by the members of the Company on Saturday, 20<sup>th</sup> December, 2025.  
Kindly take the same on record.

Thanking you.  
Yours truly,  
For Emami Realty Limited

**Payel Agarwal**  
**Company Secretary**  
**(ACS: 22418)**

***Encl: as above***

**MINUTES OF DECLARATION OF RESULTS OF THE RESOLUTION PASSED  
THROUGH POSTAL BALLOT/ E-VOTING BY THE MEMBERS OF EMAMI  
REALTY LIMITED HAVING ITS REGISTERED OFFICE AT ACROPOLIS, 13<sup>TH</sup>  
FLOOR, 1858/1 RAJDANGA MAIN ROAD, KASBA, KOLAKTA - 700 107 ON  
SATURDAY, 20<sup>TH</sup> DECEMBER, 2025 (THE RESULTS THEREOF WERE  
DECLARED ON MONDAY, 22<sup>ND</sup> DECEMBER, 2025)**

**Background**

The Board of Directors on 19<sup>th</sup> November, 2025 had approved the Notice of Postal Ballot through resolution by circulation pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards read with the Ministry of Corporate Affairs, Government of India's 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 and No. 03/2025 dated September 22, 2025 ("MCA Circulars"), seeking approval of Shareholders by means of Postal Ballot through remote e-voting for the following agenda items:

Sl. No.	Description of Resolution	Type of Resolution
1.	Approval of Related Party Transactions to be entered into with Orbit Projects Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary
2.	Approval of Related Party Transactions to be entered into with Swanhousing & Infra Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary

The Board had appointed Mr. Raj Kumar Banthia (Membership No. ACS 17190 & CP No. 18428), Partner, MKB & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot/ E-Voting process in a fair and transparent manner.

The Company had availed the services of Central Depository Services Limited ("CDSL") to provide E-voting facilities to the shareholders of the Company.

In accordance with the MCA Circulars, the Notice of Postal Ballot/ E-Voting containing resolution and explanatory statement, instructions for e-voting along with e-voting user IDs and password were sent electronically to all the Members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, November 14, 2025 ("Cut-Off Date") received from the Depositories and whose email

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addresses were 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 were not sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members was sought through remote e-voting system only.

The dispatch of the Notice was completed on November 20, 2025. The Notice was intimated to the Stock Exchanges on November 20, 2025. The notice was also placed on the website of the Company.

The Company published newspaper advertisement in 'Business Standard' (English Newspaper) and 'Aajkal' (Bengali Newspaper) on November 21, 2025 giving intimation of completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended read with MCA Circulars. As intimated to the members through Postal Ballot Notice:

- i) Shareholders, whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, November 14, 2025 ("Cut-Off Date") were entitled to vote on the resolutions set forth in the Notice.
- ii) Voting period commenced on Friday, November 21, 2025 at 10.00 A.M. (IST) and ended on Saturday, December 20, 2025 at 5.00 P.M. (IST)

After due scrutiny of electronic votes received up to the close of the working hours, i.e. 5.00 p.m. on Saturday, December 20, 2025, being the last day fixed by the Company for receipt of e-voting, the Scrutinizer submitted his report on Monday, December 22, 2025.

On the basis of the Scrutinizer's Report, the resolutions in the Postal Ballot Notice dated November 19, 2025 (as set out in the Postal Ballot Notice dated November 19, 2025 and as written hereunder), have been passed with requisite majority. The result of Postal Ballot through remote e-voting was declared on December 22, 2025.

#### **SPECIAL BUSINESSES:**

**Item No. 1:** Approval of Related Party Transactions entered/ to be entered into with Orbit Projects Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, passed as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 (the Act), and Regulations 2(1)(zc) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and the Company's Policy on Related Party Transactions and the consent of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to the Company for Related Party transaction(s) and/or contract(s) and/or arrangement(s), entered into or to be entered into during the Financial Year 2025-

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26, with Orbit Projects Private Limited (a private company wherein the directors of the Company are Directors), beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI Listing Regulations, on such terms and conditions as may mutually be agreed by and between the Company and Orbit Projects Private Limited, subject to such transaction(s) and/or contract(s) and/or arrangement(s) being based on arm's length basis and entered into in the ordinary course of the Company's business, upto an aggregate limit of Rs. 27 Crores (Rupees Twenty-Seven Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee, be and is hereby authorized to agree, make, accept and finalize such terms and conditions as may be deemed fit from time to time, to execute all such agreement(s), document(s), instrument(s) and writing(s), to do / perform all such act(s), deed(s), matter(s) and thing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company and to settle any question(s) or doubt(s) that may arise in relation thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or by the Audit Committee or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**Item No. 2:** Approval of Related Party Transactions to be entered into with Swanhousing & Infra Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, passed as an **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 (the Act), and Regulations 2(1)(zc) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), and other applicable provisions, if any [including any re-enactment(s), modification(s) and/or amendment(s) thereof, for the time being in force] and the Company's Policy on Related Party Transactions and the consent of the Audit Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded to the Company for Related Party transaction(s) and/or contract(s) and/or arrangement(s), entered into or to be entered into, with Swanhousing & Infra Private Limited (an Associate of the Company), beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI Listing Regulations, on such terms and conditions as may mutually be agreed by and between the Company and Swanhousing & Infra Private Limited, subject to such transaction(s) and/or contract(s) and/or arrangement(s) being based on arm's length basis and entered into in the ordinary course of the Company's business, upto an aggregate limit of Rs. 60 Crores (Rupees Sixty Crores Only).

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**RESOLVED FURTHER THAT** the Board of Directors and/or the Audit Committee be and is hereby authorized to agree, make, accept and finalize such terms and conditions as may be deemed fit from time to time, to execute all such agreement(s), document(s), instrument(s) and writing(s), to do / perform all such act(s), deed(s), matter(s) and thing(s) as may be required or deemed fit, necessary, expedient or desirable, to delegate all or any of its powers herein conferred to give effect to the aforesaid resolution to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s)/ Authorised Representative(s) of the Company and to settle any question(s) or doubt(s) that may arise in relation thereto, without being required to seek any further consent or approval of the Shareholders or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or by the Audit Committee or any person authorized as above, in connection with any matter(s) referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**Summary of Voting Results on the above Resolutions:**

**Item No. 1:** Approval of Related Party Transactions to be entered into with Orbit Projects Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

	Voting through e-voting		Voting through Ballots*		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	63	135,945	NA	NA	63	135,945	98.3932
Voted against the resolution	25	2,220	NA	NA	25	2,220	1.6068
<b>Total</b>	<b>88</b>	<b>138,165</b>	<b>NA</b>	<b>NA</b>	<b>88</b>	<b>138,165</b>	<b>100</b>

**Item No. 2:** Approval of Related Party Transactions to be entered into with Swanhousing & Infra Private Limited, beyond the Materiality threshold as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	63	135,945	NA	NA	63	135,945	98.3932
Voted against the resolution	25	2,220	NA	NA	25	2,220	1.6068
<b>Total</b>	<b>88</b>	<b>138,165</b>	<b>NA</b>	<b>NA</b>	<b>88</b>	<b>138,165</b>	<b>100</b>

\* Not Applicable

Based on the above results, the Resolutions are deemed to have been passed with requisite majority on **Saturday, December 20, 2025** (i.e., the last date for remote e-voting) as per Para 16.6.3 of SS - 2.

Date of entry in the Minutes Book: January 08, 2026

PLACE: Kolkata

DATE OF SIGNING: January 08, 2026



CHAIRMAN

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