

Ref: ERL/SECRETARIAL/2025-26/1053

20th November, 2025

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**

Respected Sir/ Ma'am,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our Letter dated 19th November, 2025 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 9th September, 2015 ("SEBI Circular"), we hereby submit the Postal Ballot Notice dated 19th November, 2025 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 the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice of Postal Ballot is being sent through electronic mode only to those shareholders whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as at the close of business hours on **Friday, 14th November, 2025 ("Cut-Off Date")** and who have registered their email address(es) with the Company/ RTA/ Depositories. Physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelopes are not being sent to the shareholders for this Postal Ballot.

The Company is providing e-voting facility to the shareholders, whose names appear in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date, to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for this purpose. 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, November 21, 2025 at 10:00 a.m. (IST)
End of e-voting: Saturday, December 20, 2025 at 5:00 p.m. (IST)

The Notice is also being made available on the website of the Company at www.emamirealty.com and on the website of CDSL at www.evotingindia.com.

This is for your information and record.

Thanking You.
Yours faithfully,
For **Emami Realty Limited**

Payel Agarwal
Company Secretary
ACS 22418

Encl: As above

emami* REALTY

emami realty limited

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13th Floor, 1858/1 Rajdanga Main Road, Kasba, Kolkata-700 107,

Tel : 033 6625 1200; E-mail: infra@emamirealty.com Website: www.emamirealty.com

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]

E-VOTING STARTS ON	E-VOTING ENDS ON
Friday, November 21 st , 2025 at 10:00 a.m., IST	Saturday, December 20 th , 2025 at 05:00 p.m., IST

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, No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI 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 requirements of the MCA Circulars and SEBI Circulars, the Company shall send this 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 resolutions is annexed.

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

SPECIAL BUSINESSES:

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**

To consider approval of Related Party Transaction 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 and if thought fit, to pass the following resolution 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 2025-26, 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."

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

To consider 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 and if thought fit, to pass the following resolution 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).

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."

Kolkata
19th November, 2025

By Order of the Board of Directors
For Emami Realty Limited



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 14, 2025 ("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 addresses 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 or Mrs. Payel Agarwal, Company Secretary at the email id - 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 or 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 and on the website of the e-voting agency viz. CDSL at 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 14, 2025 ("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 21, 2025 at 10:00 a.m. and ends on Saturday, December 20, 2025 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 within 2 (two) working days from the close of business hours on Saturday, 20th December, 2025. The said results would be displayed on the website of the Company at www.emamirealty.com and simultaneously intimated to the CDSL, National Stock Exchange of India Limited and the BSE 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 at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.
- 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 9th 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 the resolution 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 21, 2025 at 10:00 am, IST and ends on Saturday, December 20, 2025 at 05:00 pm, IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, November 14, 2025 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. 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.
 - iv. 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.
- 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 21, 2025 at 10:00 am, IST and ends on Saturday, December 20, 2025 at 05:00 pm, 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 14, 2025 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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in	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

demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR 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"> 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.

- (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 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.
 - 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, 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

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") mandate the prior approval of Members by means of a resolution for all material related party transactions and subsequent material modifications as determined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and are struck on arm's length basis. Further, a transaction with a related party shall be considered as material if the value of the transaction(s) entered into / to be entered into, either individually or taken together with previous transaction(s) during a financial year, whether directly and/or through its subsidiary(ies) with a related party, exceed(s) Rs.1,000 Crore or 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements of the listed entity, whichever is lower.

The Consolidated Turnover of the Company as per the Audited Financial Statements for the Financial Year ended 31st March, 2025 is Rs. 82.31 Crores.

Item No. 01

Orbit Projects Private Limited (as 'Developer') has signed and executed a Joint Development agreement dated 29th May 2015 ("JDA") with Star Iron Works Limited (being the Owner) wherein and where under said Orbit Projects Private Limited was granted exclusive right of Development of the land admeasuring 10.11 acres more or less lying and situated at 8, Station Road, Mouza Liluah, J.L No., P.S. Liluah, District 24 Howrah ("Project Land/ Project Undertaking"). However, the said Developer has not been able to make much headway in this respect and is now intending to sell the said Project Undertaking together with all its rights, Title, interest, fixed assets, security deposits, current assets and liabilities in terms of the abovementioned JDA.

The Company is engaged in the business of development and sale of residential properties and as part of its growth strategy, intends to acquire the said Project Undertaking at a total consideration of Rs. 27 Crores, by way of slump sale. The present owner of the said Project has given their unconditional consent to the same.

Two of the Directors (including the Managing Director) of the Company are Directors on the Board of Orbit Projects Private Limited. Further, the Company's Promoter/ Promoter Group exercises significant influence on the said Orbit Projects Private Limited through its holding company, Emami Estates Private Limited. The proposed transaction is being undertaken on arms' length basis and in the ordinary course of business of the Company.

The Company proposes to enter into Related Party transaction(s) with Orbit Projects Private Limited, on an arm's length basis and in the ordinary course of its business, during the Financial Year 2025-26, on mutually agreed terms and conditions, based on considerations of various business considerations and the Company's long term strategy, in the best interest of the Company.

The aggregate of such transaction(s) is likely to cross the applicable materiality thresholds as provided in Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with Orbit Projects Private Limited during the Financial Year 2025-26, whose value may be beyond the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, considering the best interest of the Company. The said transaction shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025, reviewed and approved the said transaction(s), and recommended the same to the Board of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

As per the certificate received from the Managing Director & CEO and the President – Finance & CFO of the Company which was placed before the Audit Committee and the Board of Directors, the proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and shall be in the best interest of the Company and its shareholders.

The Board, therefore, seeks approval of the Shareholders for the said transaction.

The mandatory disclosure which is required to be made to the Shareholders in accordance with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, SEBI Master Circular dated November 11, 2024 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025 is annexed to this Notice.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and therefore, based on the unanimous approval of the Audit Committee (comprising of majority of Independent Directors), recommends the Ordinary Resolution set forth in Item No. 1 for approval of the Shareholders.

Dr. Nitesh Kumar Gupta, Managing Director & CEO, and Mr. Basant Kumar Parakh, Director, and their relatives are deemed to be concerned or interested in the proposed Resolution set out in Item No. 1.

None of the other Directors / Key Managerial Personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 1, except Mr. Rajendra Agarwal, President-Finance & CFO of the Company, who is a Director on the Board of Orbit Projects Private Limited.

As per the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote affirmatively on the proposed Resolution set out in Item No. 1.

Item No. 02

Swanhousing & Infra Private Limited (as 'Developer') has signed and executed a Joint Development agreement on 6th September 2014 ("JDA") with Dabri Heights Private Limited along with other land-owning entities (being the Owners) wherein and where under said Swanhousing & Infra Private Limited was granted exclusive right of Development of the land admeasuring 383 Cottah more or less lying and situated at Mouza Hanspukuria ("Project Land/ Project Undertaking"). However, the said Developer has not been able to make much headway in this respect and is now intending to sell the said Project Undertaking.

The Company is engaged in the business of development and sale of residential properties and as part of its growth strategy, intends to acquire the said Project Undertaking at a total consideration of Rs. 60 Crores, by way of slump sale. Swanhousing & Infra Private Limited is an Associate of the Company. The proposed transaction is being undertaken on arms' length basis and in the ordinary course of business of the Company.

The aggregate of such transaction(s) is likely to cross the applicable materiality thresholds as provided in Regulation 23 of the SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangement(s) / transaction(s) / contract(s) proposed to be undertaken by the Company with Swanhousing & Infra Private Limited, whose value may be beyond the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, considering the best interest of the Company. The said transaction shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of a thorough scrutiny of relevant details / documents provided by the Management and also of the mandatory disclosure which is required to be made to the Audit Committee in accordance with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025, reviewed and approved the said transaction(s), and recommended the same to the Board

of Directors, subject to approval of the Members, while noting that such transaction(s) shall be on arms' length basis and in the ordinary course of business of the Company.

As per the certificate received from the Managing Director & CEO and the President – Finance & CFO of the Company which was placed before the Audit Committee and the Board of Directors, the proposed transactions shall not, in any manner, be detrimental to the interest of minority shareholders and shall be in the best interest of the Company and its shareholders.

The Board, therefore, seeks approval of the Shareholders for the said transaction.

The mandatory disclosure which is required to be made to the Shareholders in accordance with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, SEBI Master Circular dated November 11, 2024 and the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" dated 26th June, 2025 is annexed to this Notice.

The Board of Directors is of the opinion that the aforesaid proposal is in the best interest of the Company and therefore, based on the unanimous approval of the Audit Committee (comprising of majority of Independent Directors), recommends the Ordinary Resolution set forth in Item No. 2 for approval of the Shareholders.

None of the Directors / Key Managerial Personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 2.

As per the SEBI Listing Regulations, all Related Parties of the Company, whether or not they are a party to the proposed transaction(s), shall not be allowed to vote affirmatively on the proposed Resolution set out in Item No. 2.

Kolkata
19th November, 2025

By Order of the Board of Directors
For Emami Realty Limited




Payel Agarwal
Company Secretary
M. No. A22418

PART A

A(1): Basic details of the related party

A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>	<p>Dr. Nitesh Kumar Gupta, Managing Director & CEO, and Mr. Basant Kumar Parakh, Director, are Directors on the Board of Orbit Projects Private Limited.</p> <p>Mr. Rajendra Agarwal, President-Finance & CFO of the Company, is a Director on the Board of Orbit Projects Private Limited.</p> <p>Further, the Company's Promoter/ Promoter Group exercises significant influence on the said Orbit Projects Private Limited through its holding company, Emami Estates Private Limited.</p> <p>Not Applicable</p> <p>Not Applicable</p> <p>Not Applicable</p>



A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management									
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR)</th></tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td></tr> </tbody> </table> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p>	S. No.	Nature of Transactions	FY 2024-2025 (INR)							NIL
S. No.	Nature of Transactions	FY 2024-2025 (INR)									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable									

A(4): Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 27 Crores (Rupees Twenty-Seven Crores Only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	33% of Annual Consolidated Turnover of the Company for Financial Year 2024-25 (Annual Consolidated Turnover of the Company for the Financial Year 2024-25 was Rs. 82.31 Crores.)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	62% of Annual Consolidated Turnover of Orbit Projects Pvt. Ltd. (Related Party) for the Financial Year 2024-25



6.

Financial performance of the related party for the immediately preceding financial year:

Particulars	<i>FY 2024-2025</i> <i>(INR)</i>
Turnover	43.80 Crores
Profit After Tax	(7.77) Crores
Net worth	(95.96) Crores

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.

A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of Project Undertaking
2.	Details of each type of the proposed transaction	As part of its growth strategy, the Company intends to acquire the exclusive right of Development of the land admeasuring 10.11 acres more or less lying and situated at 8, Station Road, Mouza Liluah, J.L No., P.S. Liluah, District 24 Howrah ("Project Land/ Project Undertaking") at a total consideration of Rs. 27 Crores, by way of slump sale.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to shareholders' approval and satisfactory completion of all closing conditions and condition precedents, the proposed acquisition is expected to be completed within the financial year 2025-26.
4.	Whether omnibus approval is being sought?	No
5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>As explained at point no. 2 above</p> <p>Not Applicable</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The members may note that as a part of growth strategy to build a robust pipeline of new launches and exploring further growth opportunities, it is proposed to acquire the above proposed projects/assets, subject to the approval of the Shareholders of the Company, being a material related party transaction.



7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise, except the following:</p> <p>Mr. Basant Kumar Parakh (Non Executive – Non Independent Director of the Company): Director of Orbit Projects Pvt. Ltd.</p> <p>Dr. Nitesh Kumar Gupta (Managing Director and CEO of the Company): Director in Orbit Projects Pvt. Ltd.</p> <p>Mr. Rajendra Agarwal (President – Finance & CFO) - Director in Orbit Projects Pvt. Ltd.</p> <p>Further, the Company's Promoter/ Promoter Group exercises significant influence on the said Orbit Projects Private Limited through its holding company, Emami Estates Private Limited.</p>
8.	<p>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</p>	<p>The value of the proposed transaction is based on valuation report from an independent valuer, which was placed before the Audit Committee.</p> <p>The report of the Valuer will be made available by following the process for inspection of document(s) as mentioned in 'Notes' section forming part of this Postal Ballot Notice</p>
9.	<p>Other information relevant for decision making.</p>	<p>Not Applicable</p>



PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.

- B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
- B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary
- B(3): Investment made by the listed entity or its subsidiary
- B(4): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) , surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
- B(5): Borrowings by the listed entity or its subsidiary
- B(6): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate¹.
- B(7): Transactions relating to payment of royalty

B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable since the proposed transactions do not relate to any sale, purchase or supply of goods or services or any other similar business transaction and trade advances by the listed entity or its subsidiary.
2.	Basis of determination of price.	
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	



	a. Nature of indebtedness	Not Applicable since the proposed transactions do not relate to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (1) <i>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> (2) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5.	Maturity / due date	
6.	Repayment schedule & terms	
7.	Whether secured or unsecured?	
8.	If secured, the nature of security & security coverage ratio	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Not Applicable since the proposed transactions do not relate to investment made by the listed entity or its subsidiary
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	
4.	Material terms of the proposed transaction	



B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	Not Applicable since the proposed transactions do not relate to guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	
4.	Maturity / due date	
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	



B(6): Disclosure *only* in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information			Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.			Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate
2.	Basis of determination of price.			
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.			
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:			
		FY 2024-2025 (INR)	FY 2023-2024 (INR)	FY 2022-2023 (INR)
	Turnover	NA	NA	NA
	Net worth	NA	NA	NA
	Net Profit	NA	NA	NA
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.			
	a. Expected impact on turnover			
	b. Expected impact on net worth			
	c. Expected impact on net profits			

B(7): Disclosure *only* in case of transactions relating to payment of royalty

S. No.	Particulars of the information	Information provided by the management
1.	<p>Purpose for which royalty is proposed to be paid to the related party in the current financial year.</p> <p><i>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i></p> <p>a. For use of brand name / trademark</p> <p>b. For transfer of technology know-how</p> <p>c. For professional fee, corporate management fee or any other fee</p> <p>d. Any other use (specify)</p>	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary



2.	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i></p>	
3.	Sunset Clause for Royalty payment, if any.	



PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a *material RPT* and is in addition to Part A and B

Note: This part requires disclosure under sub-para C1 to C6, as may be applicable, in addition to disclosures in Part A and Part B, only in case of material RPTs relating to:

- C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.
- C(2): Investment made by the listed entity or its subsidiary.
- C(3): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
- C(4): Borrowings by the listed entity or its subsidiary.
- C(5): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.
- C(6): Transactions relating to payment of royalty.

C(1): Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	



<p>2.</p>	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>Not Applicable since the proposed transactions do not relate to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary.</p>
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

C(2): Disclosure *only* in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
<p>1.</p>	<p>Latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This shall be applicable in case of investment in debt securities.</i></p>	<p>Not Applicable since the proposed transactions do not relate to investment made by the listed entity or its subsidiary</p>
<p>2.</p>	<p>Whether any regulatory approval is required. If yes, whether the same has been obtained.</p>	



C(3): Disclosure *only* in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>Not Applicable since the proposed transactions do not relate to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p><i>FY 2024-2025</i></p> <p><i>FY 2023-2024</i></p> <p><i>FY 2022-2023</i></p>	
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	
4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	



	In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary.
	a. Before transaction	
	b. After transaction	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	
	b. After transaction	



C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	

C(6): Disclosure only in case of transactions relating to payment of royalty

S. No.	Particulars of the information	Information provided by the management
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years <i>FY 2024-2025</i> <i>FY 2023-2024</i> <i>FY 2022-2023</i>	Not Applicable since the proposed transactions do not relate to payment of royalty.
2.	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i>	
	a. For use of brand name / trademark	
	b. For transfer of technology know-how	
	c. For professional fee, corporate management fee or any other fee	
	d. Any other use (specify)	
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs <i>FY 2024-2025</i>	



	FY 2023-2024					
	FY 2022-2023					
4.	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.					
5.	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:					
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3	
	Royalty payment over last 3 years	NA	NA	NA	NA	
	Royalty paid as a % of net profits over the last 3 years	NA	NA	NA	NA	
	Annual growth rate of Turnover over last 3 years	NA	NA	NA	NA	
	Explanation: In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows: <ol style="list-style-type: none"> The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available for comparison. 					



**Disclosure of EMAMI REALTY LIMITED's ("the Company" or "listed entity")
RPT with SWANHOUSING & INFRA PVT. LTD.
in accordance with
Industry Standards on "Minimum Information to be provided to the Audit Committee and
Shareholders for Approval of Related Party Transactions (RPTs)" dated June 26, 2025 ("RPT
Industry Standards")**

PART A

Minimum information of the proposed RPT, applicable to all RPTs

A(1): Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Swanhousing & Infra Pvt. Ltd.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real Estate

A(2): Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:</p> <p style="text-align: center;">—</p> <ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	<p>Swanhousing & Infra Pvt. Ltd., the Related Party is a Company incorporated under the Companies Act, 1956. The Company is an Associate Company of Emami Realty Ltd.</p> <p>33.66% as on 31st March, 2025</p> <p>Not Applicable</p> <p>Not Applicable</p>



A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management									
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR)</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> <tr> <td></td><td></td><td></td></tr> </tbody> </table> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p>	S. No.	Nature of Transactions	FY 2024-2025 (INR)							NIL
S. No.	Nature of Transactions	FY 2024-2025 (INR)									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NIL									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable									

A(4): Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 60 Crores (Rupees Sixty Crores Only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	<p>73% of Annual Consolidated Turnover of the Company for Financial Year 2024-25</p> <p>(Annual Consolidated Turnover of the Company for the Financial Year 2024 - 25 was Rs. 82.31 Crores.)</p>
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	21429 % of Annual Consolidated Turnover of Swanhousing & Infra Pvt. Ltd. (Related Party) for the



		Financial Year 2024-25								
6.	<p>Financial performance of the related party for the immediately preceding financial year:</p> <table><tr><th>Particulars</th><th><i>FY 2024-2025</i> <i>(INR)</i></th></tr><tr><td>Turnover</td><td>0.28 Crores</td></tr><tr><td>Profit After Tax</td><td>0.03 Crores</td></tr><tr><td>Net worth</td><td>2.46 Crores</td></tr></table> <p>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>	Particulars	<i>FY 2024-2025</i> <i>(INR)</i>	Turnover	0.28 Crores	Profit After Tax	0.03 Crores	Net worth	2.46 Crores	
Particulars	<i>FY 2024-2025</i> <i>(INR)</i>									
Turnover	0.28 Crores									
Profit After Tax	0.03 Crores									
Net worth	2.46 Crores									

A(5): Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of Project Undertaking
2.	Details of each type of the proposed transaction	As part of its growth strategy, the Company intends to acquire the exclusive right of Development of the land admeasuring 383 Cottah more or less lying and situated at Hanspukuria ("Project Land/ Project Undertaking"), at a total consideration of Rs. 60 Crores, by way of slump sale.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Subject to shareholders' approval and satisfactory completion of all closing conditions and condition precedents, the proposed acquisition is expected to be completed within a period of 12 months from the date of shareholders' approval
4.	Whether omnibus approval is being sought?	No
5.	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>As explained at point no. 2 above</p> <p>The total value of the transaction shall not exceed Rs. 60 Crores.</p>



6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The members may note that as a part of growth strategy to build a robust pipeline of new launches and exploring further growth opportunities, it is proposed to acquire the above proposed projects/assets, subject to the approval of the Shareholders of the Company, being a material related party transaction.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>None of the promoter(s)/ director(s) / key managerial personnel of the listed entity have interest in the transaction(s), whether directly or indirectly, financially or otherwise.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p>The value of the proposed transaction is based on valuation report from an independent valuer, which was placed before the Audit Committee.</p> <p>The report of the Valuer will be made available by following the process for inspection of document(s) as mentioned in 'Notes' section forming part of this Postal Ballot Notice</p>
9.	Other information relevant for decision making.	Not Applicable



PART B

Information to be provided *only* if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A.

- B(1): Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
- B(2): Loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary
- B(3): Investment made by the listed entity or its subsidiary
- B(4): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
- B(5): Borrowings by the listed entity or its subsidiary
- B(6): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate¹.
- B(7): Transactions relating to payment of royalty

B(1): Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable since the proposed transactions do not relate to any sale, purchase or supply of goods or services or any other similar business transaction and trade advances by the listed entity or its subsidiary.
2.	Basis of determination of price.	
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2): Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	



	a. Nature of indebtedness	Not Applicable since the proposed transactions do not relate to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note:</i> (3) <i>This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> (4) <i>Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	
5.	Maturity / due date	
6.	Repayment schedule & terms	
7.	Whether secured or unsecured?	
8.	If secured, the nature of security & security coverage ratio	
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	

B(3): Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Not Applicable since the proposed transactions do not relate to investment made by the listed entity or its subsidiary
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	
4.	Material terms of the proposed transaction	



B(4): Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

S. No.	Particulars of the information	Information provided by the management
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	Not Applicable since the proposed transactions do not relate to guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary
2.	Material covenants of the proposed transaction including: (iii) commission, if any to be received by the listed entity or its subsidiary; (iv) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	

B(5): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	
4.	Maturity / due date	
5.	Repayment schedule & terms	
6.	Whether secured or unsecured	
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	



B(6): Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information			Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.			Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate
2.	Basis of determination of price.			
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.			
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:			
		FY 2024-2025 (INR)	FY 2023-2024 (INR)	
	Turnover	NA	NA	NA
	Net worth	NA	NA	NA
	Net Profit	NA	NA	NA
5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.			
	a. Expected impact on turnover			
	b. Expected impact on net worth			
	c. Expected impact on net profits			

B(7): Disclosure only in case of transactions relating to payment of royalty

S. No.	Particulars of the information	Information provided by the management
1.	<p>Purpose for which royalty is proposed to be paid to the related party in the current financial year.</p> <p><i>Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i></p> <p>a. For use of brand name / trademark</p> <p>b. For transfer of technology know-how</p> <p>c. For professional fee, corporate management fee or any other fee</p> <p>d. Any other use (specify)</p>	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary



2.	<p>(c) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(d) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <p><i>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</i></p>	
3.	Sunset Clause for Royalty payment, if any.	



PART C

Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B

Note: This part requires disclosure under sub-para C1 to C6, as may be applicable, in addition to disclosures in Part A and Part B, only in case of material RPTs relating to:

- C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.
- C(2): Investment made by the listed entity or its subsidiary.
- C(3): Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.
- C(4): Borrowings by the listed entity or its subsidiary.
- C(5): Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.
- C(6): Transactions relating to payment of royalty.

C(1): Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>Latest credit rating of the related party</p> <p><i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>	<p>Not Applicable since the proposed transactions do not relate to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary.</p>



2.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>f) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> <p>FY 2024-2025</p> <p>FY 2023-2024</p> <p>FY 2022-2023</p>	
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C(2): Disclosure *only* in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>Latest credit rating of the related party</p> <p><i>Note:</i></p> <p>c. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>d. <i>This shall be applicable in case of investment in debt securities.</i></p>	Not Applicable since the proposed transactions do not relate to investment made by the listed entity or its subsidiary
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	



C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>c. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>d. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	<p>Not Applicable since the proposed transactions do not relate to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</p>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p> <p><i>FY 2024-2025</i></p> <p><i>FY 2023-2024</i></p> <p><i>FY 2022-2023</i></p>	
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	
4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	



	<p>In addition, state the following:</p> <p>e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>f) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

C(4): Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	Not Applicable since the proposed transactions do not relate to borrowings by the listed entity or its subsidiary.
	<i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>	
	a. Before transaction	
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	
	<i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	
	a. Before transaction	
	b. After transaction	



C(5): Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate

S. No.	Particulars of the information	Information provided by the management
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable since the proposed transactions do not relate to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	

C(6): Disclosure only in case of transactions relating to payment of royalty

S. No.	Particulars of the information	Information provided by the management
1.	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years FY 2024-2025 FY 2023-2024 FY 2022-2023	Not Applicable since the proposed transactions do not relate to payment of royalty.
2.	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i>	
	a. For use of brand name / trademark	
	b. For transfer of technology know-how	
	c. For professional fee, corporate management fee or any other fee	
	d. Any other use (specify)	
3.	Royalty paid in last 3 FYs as % of Net Profits of previous FYs FY 2024-2025	



