



Ref: ERL/SECRETARIAL/2025-26/256

30<sup>th</sup> May, 2025

**The General Manager**

Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: **533218**

**The Secretary**

The National Stock Exchange of  
India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051  
NSE Symbol: **EMAMIREAL**

**The Secretary**

The Calcutta Stock Exchange  
Limited  
7, Lyons Range  
Kolkata-700 001  
Scrip Code: **15214**

Dear Sir,

**Sub: Proceedings of Postal Ballot**

We refer to our letter dated 26<sup>th</sup> May, 2025, whereby we have submitted the result of Postal Ballot and E-voting along with the Scrutinizer's Report for the Postal Ballot conducted by the Company through remote e-voting process for seeking approval of its members for the resolutions as set out in the Postal Ballot Notice dated 29<sup>th</sup> March, 2025.

We now enclose herewith the Minutes of declaration of results of the resolution passed through postal ballot/ e-voting by the members of the Company on Monday, 26<sup>th</sup> May, 2025.

Kindly take the same on record.

Thanking you.

Yours truly,

For **Emami Realty Limited**

**Payel Agarwal**

**Company Secretary**

**ACS22418**

***Encl: as above***

**MINUTES OF DECLARATION OF RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT/ E-VOTING BY THE MEMBERS OF EMAMI REALTY LIMITED HAVING ITS REGISTERED OFFICE AT ACROPOLIS, 13<sup>TH</sup> FLOOR, 1858/1 RAJDANGA MAIN ROAD, KASBA, KOLAKTA - 700 107 ON SATURDAY, 24<sup>TH</sup> MAY, 2025 (THE RESULTS THEREOF WERE DECLARED ON 26<sup>TH</sup> MAY, 2025)**

**Background**

The Board of Directors at its meeting held on 29<sup>th</sup> March, 2025 had approved the Notice of Postal Ballot pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards read with the Ministry of Corporate Affairs, Government of India's General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, No. 03/2022 dated May 05, 2022, No. 11/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 ("MCA Circulars"), seeking approval of Shareholders by means of Postal Ballot through remote e-voting for the following agenda item:

Sl. No.	Description of Resolution	Type of Resolution
1.	Appointment of Ms. Ishani Ray (DIN: 08800793) as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 29 <sup>th</sup> March, 2025.	Special

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

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

In accordance with the MCA Circulars, the Notice of Postal Ballot/ E-Voting containing resolution and explanatory statement, instructions for e-voting along with e-voting user IDs and password were sent electronically to all the Members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, April 18, 2025 ("Cut-Off Date") received from the Depositories and whose email addresses were registered with the Company/ Registrar and Share Transfer Agent/ Depository Participant/ Depositories. Physical copies of Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes were not sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members was sought through remote e-voting system only.

The dispatch of the Notice was completed on April 24, 2025. The Notice was intimated to the Stock Exchanges on April 24, 2025. The notice was also placed on the website of the Company.

The Company published newspaper advertisement in 'Business Standard' (English Newspaper) and 'Aajkal' (Bengali Newspaper) on April 25, 2025 giving intimation of

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completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended read with MCA Circulars. As intimated to the members through Postal Ballot Notice:

- i) Shareholders, whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, April 18, 2025 ("Cut-Off Date") were entitled to vote on the resolution set forth in the Notice.
- ii) Voting period commenced on Friday, April 25, 2025 at 10.00 A.M. (IST) and ended on Saturday, May 24, 2025 at 5.00 P.M. (IST).

After due scrutiny of electronic votes received up to the close of the working hours, i.e. 5.00 p.m. on Saturday, May 24, 2025, being the last day fixed by the Company for receipt of e-voting, the Scrutinizer submitted his report on Monday, May 26, 2025.

On the basis of the Scrutinizer's Report, the resolution in the Postal Ballot Notice dated March 29, 2025 (as set out in the Postal Ballot Notice dated March 29, 2025 and as written hereunder), has been passed with requisite majority. The result of Postal Ballot through remote e-voting was declared on May 26, 2025.

### **SPECIAL BUSINESS**

**Item No. 1:** Approval for appointment of Ms. Ishani Ray (DIN: 08800793) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 consecutive years with effect from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030 passed as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Ishani Ray (DIN: 08800793), who was appointed as an Additional Director under the category of Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 29<sup>th</sup> March, 2025 to 28<sup>th</sup> March, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee of Directors thereof), on behalf of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

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

	Voting through e-voting		Voting through Ballots*		Consolidated Voting Results		
	No. of Members who voted	No. of votes cast	No. of Ballots	No. of votes cast	No. of Members who voted	No. of votes cast	% of total number of valid votes cast
Voted in favour of the resolution	121	23,182,127	NA	NA	121	23,182,127	99.9984
Voted against the resolution	21	376	NA	NA	21	376	0.0016
Total	142	23,182,503	NA	NA	142	23,182,503	100

\* Not Applicable

Based on the above result, the Resolution is deemed to have been passed with requisite majority on Saturday, May 24, 2025 (i.e., the last date for remote e-voting) as per Para 16.6.3 of SS - 2.

Date of entry in the Minutes Book: May 28, 2025

PLACE: Kolkata

DATE OF SIGNING: May 30, 2025


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