

Ref: ERL/SECRETARIAL/2026-27/28

8th April, 2026

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

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

Dear Sir,

Sub: Proceedings of Postal Ballot

We refer to our letter dated 27th March, 2026, 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 23rd February, 2026.

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 Friday, 27th March, 2026.

Kindly take the same on record.

Thanking you.

Yours truly,

For **Emami Realty Limited**

Payel Agarwal
Company Secretary
(ACS: 22418)

Encl: as above

MINUTE BOOK

MINUTES OF DECLARATION OF RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT/ E-VOTING BY THE MEMBERS OF EMAMI REALTY LIMITED HAVING ITS REGISTERED OFFICE AT ACROPOLIS, 13TH FLOOR, 1858/1 RAJDANGA MAIN ROAD, KASBA, KOLAKTA - 700 107 ON FRIDAY, 27TH MARCH, 2026

Background

The Board of Directors in its meeting held on 23rd February, 2026 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 and No. 03/2025 dated September 22, 2025 ("MCA Circulars"), seeking approval of Shareholders by means of Postal Ballot through remote e-voting for the following agenda items:

Sl. No.	Description of Resolution	Type of Resolution
1.	Approval of Material Related Party Transaction - modification in terms of 8,53,65,854 Nos. of 7.50% Unsecured Unlisted Non-Convertible Debentures ('NCDs') of face value of Rs. 82/- each, by revising the coupon rate from 7.50% per annum to 10% per annum as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Special
2.	Approval of Material Related Party Transaction with Orbit Abasan Private Limited, for acquisition of project undertaking, upto an aggregate limit of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) as provided in Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary

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

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

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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, February 20, 2026 ("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 February 25, 2026. The Notice was intimated to the Stock Exchanges on February 25, 2026. 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 February 26, 2026 giving intimation of completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended read with MCA Circulars. As intimated to the members through Postal Ballot Notice:

- i) Shareholders, whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, February 20, 2026 ("Cut-Off Date") were entitled to vote on the resolutions set forth in the Notice.
- ii) Voting period commenced on Thursday, February 26, 2026 at 10.00 A.M. (IST) and ended on Friday, March 27, 2026 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 Friday, March 27, 2026, being the last day fixed by the Company for receipt of e-voting, the Scrutinizer submitted his report on Friday, March 27, 2026.

On the basis of the Scrutinizer's Report, the resolutions in the Postal Ballot Notice dated February 23, 2026 (as set out in the Postal Ballot Notice dated February 23, 2026 and as written hereunder), have been passed with requisite majority. The result of Postal Ballot through remote e-voting was declared on March 27, 2026.

SPECIAL BUSINESSES:

Item No. 1: Approval of Material Related Party Transaction - modification in terms of 8,53,65,854 Nos. of 7.50% Unsecured Unlisted Non-Convertible Debentures ('NCDs') of face value of ₹ 82/- each, passed as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, and the Companies (Prospectus and Allotment of

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Securities) Rules, 2014 and all other applicable Rules framed thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force), Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Company's policy on Related Party Transactions and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and based on the recommendations of the Audit Committee and Board of Directors, and subject to the approvals, permissions, sanctions from any regulatory and other appropriate authorities as may be required, the consent of the shareholders of the Company be and is hereby accorded for modification of terms of 8,53,65,854 Nos. of 7.50% Unsecured Unlisted Non-Convertible Debentures ('NCDs') of face value of ₹ 82/- (Rupees Eighty-Two only) each aggregating to ₹ 700,00,00,028/- (Rupees Seven Hundred Crores and Twenty-Eight only) by revising the coupon rate from 7.50% per annum to 10% per annum.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include the Finance Committee) be and is hereby authorised to determine and finalise the effective date from which the revised coupon rate of 10% per annum shall be applicable to the aforesaid NCDs, and to take all such steps and actions as may be necessary to give effect to the same.

RESOLVED FURTHER THAT the Board be and is hereby authorised, at any time during the tenure of the aforesaid NCDs and within the aggregate amount of ₹ 700,00,00,028/- represented by the said NCDs, to vary, modify or revise the terms and conditions of the said NCDs, including but not limited to coupon rate, redemption schedule, repayment terms, covenants and other incidental matters, as the Board may deem fit in the best interests of the Company, subject to compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and subject to such approvals or consents of debenture holders, if required under the terms of issue and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such modification, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members, 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 the Board be and is hereby authorized to take all steps and do all things and give such directions, as may be required, necessary, expedient or desirable for giving effect to the resolutions mentioned herein including obtaining fresh International Securities Identification Number ('ISIN') for NCDs, if required and to enter into and execute agreements with National Securities Depository Limited (NSDL) or Central Depository Services (India) (CDSL) as the case may be; and to issue instructions to its depository participants to credit the demat account of NCD Holders with the NCDs through corporate action with the Depository(ies) / RTA."

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Item No. 2: Approval of Material Related Party Transaction - with Orbit Abasan Private Limited, passed as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the applicable provisions of Section 188 of the Companies Act, 2013 (the Act), and Regulations 2(1)(zc) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations, 2015”), 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 Orbit Abasan Private Limited (a private company wherein the MD & CEO of the Company is a director), 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 Abasan 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 ₹ 50,00,00,000/- (Rupees Fifty 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.”

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Summary of Voting Results on the above Resolutions:

Item No. 1: Approval of Material Related Party Transaction - modification in terms of 8,53,65,854 Nos. of 7.50% Unsecured Unlisted Non-Convertible Debentures ('NCDs') of face value of ₹ 82/- each							
	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	67	4,26,351	NA	NA	67	4,26,351	99.8230
Voted against the resolution	16	756	NA	NA	16	756	0.1770
Total	83	427,107	NA	NA	83	427,107	100

Item No. 2: Approval of Material Related Party Transaction - with Orbit Abasan Private Limited							
	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	67	4,26,351	NA	NA	67	4,26,351	99.8230
Voted against the resolution	16	756	NA	NA	16	756	0.1770
Total	83	4,27,107	NA	NA	83	4,27,107	100

* Not Applicable

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Based on the above results, the Resolutions are deemed to have been passed with requisite majority on **Friday, March 27, 2026** (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: April 08, 2026

DATE OF SIGNING: April 08, 2026

PLACE: Kolkata


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