



Ref: ERL/SECRETARIAL/2024-25/1025

20<sup>th</sup> January, 2025

**The General Manager**

Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**The Secretary**

The National Stock Exchange of  
India Limited  
Exchange Plaza,  
Bandra Kurla Complex  
Bandra (E), Mumbai – 400 051

**The Secretary**

The Calcutta Stock Exchange  
Limited  
7, Lyons Range  
Kolkata-700 001

Dear Sir,

**Sub: Proceedings of Postal Ballot**

We refer to our letter dated 23<sup>rd</sup> December, 2024, 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 12<sup>th</sup> November, 2024. The said resolutions were approved by the members of the Company with requisite majority and the resolutions are deemed to have been passed on 21<sup>st</sup> December, 2024, being the last date specified for receipt of votes through remote e-voting process.

We now enclose herewith the Minutes of declaration of results of the resolutions passed through postal ballot/ e-voting by the members of the Company on Saturday, 21<sup>st</sup> December, 2024.

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 RESOLUTIONS 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, 21<sup>ST</sup> DECEMBER, 2024**

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 Securities & Exchange Board of India (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"), the Board of Directors in its meeting held on 12<sup>th</sup> November, 2024 approved the Notice of Postal Ballot seeking approval of Shareholders by means of Postal Ballot through remote e-voting for the following agenda items:

Sl. No.	Description of Resolution(s)	Type of Resolution
1.	Approval for re-appointment of Mr. Rajesh Bansal as the Whole-time Director of the Company w.e.f. 10 <sup>th</sup> August, 2024	Special Resolution
2.	Approval of Related Party Transactions between the Company and Premier Ferro Alloys & Securities Limited for an aggregate value not exceeding Rs. 200 Crores during any financial year	Ordinary Resolution

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

The Company 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.

In accordance with the MCA Circulars, the Notice of Postal Ballot/ E-Voting containing resolutions and explanatory statement, instructions for e-voting along with e-voting user IDs and passwords were sent electronically to all the Members whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, November 15, 2024 ("Cut-Off Date") received from the Depositories and whose email addresses were registered with the Company/ Registrar and Share Transfer Agent/ Depository Participant/ Depositories. Physical copies of Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes were not sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members was sought through remote e-voting system only.

The dispatch of the Notice was completed on November 21, 2024. The Notice was intimated to the Stock Exchanges on November 21, 2024. The notice was also placed on the website of the Company.

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The Company published newspaper advertisement in 'Business Standard' (English Newspaper) and 'Aajkal' (Bengali Newspaper) on November 22, 2024 giving intimation of completion of dispatch of the Postal Ballot Notice and furnishing other details pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, as amended read with MCA Circulars. As intimated to the members through Postal Ballot Notice:

- i) Shareholders, whose names appeared in the Register of Members / List of Beneficial Owners as on Friday, November 15, 2024 ("Cut-Off Date") were entitled to vote on the resolutions set forth in the Notice.
- ii) Voting period commenced on Friday, November 22, 2024 at 10.00 A.M. (IST) and ended on Saturday, December 21, 2024 at 5.00 P.M.;

After due scrutiny of electronic votes received up to the close of the working hours, i.e. 5.00 p.m. on Saturday, December 21, 2024, being the last day fixed by the Company for receipt of e-voting, the Scrutinizer submitted his report on Monday, December 23, 2024 as under:

**1. Item no. 1 – Special Resolution for Approval for re-appointment of Mr. Rajesh Bansal as the Whole-time Director of the Company w.e.f. 10<sup>th</sup> August, 2024**

	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	88	3,32,140	NA	NA	88	3,32,140	99.9588
Voted against the resolution	18	137	NA	NA	18	137	0.0412
Total	106	3,32,277	NA	NA	106	3,32,277	100

**2. Item no. 2 – Ordinary Resolution for Approval of Related Party Transactions between the Company and Premier Ferro Alloys & Securities Limited for an aggregate value not exceeding Rs. 200 Crores during any financial year**

	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	87	3,32,133	NA	NA	87	3,32,133	99.9567

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Voted against the resolution	19	144	NA	NA	19	144	0.0433
Total	106	3,32,277	NA	NA	106	3,32,277	100

On the basis of the Scrutinizer's Report, the resolutions in the Postal Ballot Notice dated November 12, 2024 (as written hereunder), has been passed with requisite majority. The result of Postal Ballot through remote e-voting was declared on December 23, 2024. The deemed date of passing of the resolutions is the last date specified for receipt of duly completed postal ballot forms / e-voting, i.e., **December 21, 2024**.

1. The following resolution was passed by the members as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendations of Nomination and Remuneration Committee and Audit Committee in this respect, Mr. Rajesh Bansal (DIN: 00645035) be and is hereby re-appointed as the Whole-Time Director of the Company for a further period of 3 years w.e.f. 10th August, 2024, on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to this Notice and as enumerated in the Agreement dated 30th May, 2024, which Agreement is also hereby approved, with liberty to the Board of Directors to alter or vary the said terms & conditions, subject to compliance with the conditions as laid down under Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix, vary or amend the remuneration and other terms of his appointment from time to time, as it may deem appropriate, expedient or necessary during the tenure of his appointment, within the limits as approved by the members.

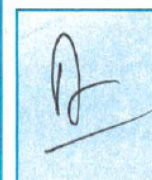
**RESOLVED FURTHER THAT** in pursuance of Section 197(3) of the Act, Mr. Bansal may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution."

2. The following resolution was passed by the members as an **Ordinary Resolution**:

**"RESOLVED THAT** in partial modification to the resolution passed by the members at the 15<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023 under the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and Board of Directors, the members do hereby confirm, approve and ratify the arrangements/ transactions/ contracts/ agreements hitherto entered or to be

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entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and Premier Ferro Alloys & Securities Limited, being related party as detailed in the Explanatory Statement annexed to this Notice, including any other transfer of resources, services or obligations with the said related party, for an aggregate value not exceeding Rs. 200 Crores during any financial year.

**RESOLVED FURTHER THAT** the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ modification/ ratification/ amendments to or termination thereof, of the above arrangement/ transactions/ contracts and to perform all other obligations in terms of such arrangements/ transactions/ contracts with the related party(ies) and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related party.

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

DATE OF SIGNING: 16 JAN 2025

PLACE: Kolkata

  
CHAIRMAN

Entered in the Minutes Book on: 16 JAN 2025

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