



Ref: ERL/SECRETARIAL/2025-26/0096

24th April, 2025

To

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

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

The Secretary
**The Calcutta Stock Exchange
Limited**
7, Lyons Range
Kolkata-700001
Scrip Code: 15214

Respected Sir/ Ma'am,

Sub: Postal Ballot Notice

In furtherance to our letter dated 29th March, 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 29th March, 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 resolution as set out in the Notice.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI, the Company has sent the Notice of Postal Ballot 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, 18th April, 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 envelope will not be sent to the shareholders for this Postal Ballot.

Further, 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, April 25, 2025 at 10:00 a.m. (IST)
End of e-voting: Saturday, May 24, 2025 at 5:00 p.m. (IST)



emami* realty limited

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



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, April 25, 2025 at 10:00 a.m., IST	Saturday, May 24, 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 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars") that the resolution as set out hereunder is proposed to be passed by the members through postal ballot by voting through electronic means only.

In compliance with the MCA Circulars, the Company will send the 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 resolution is annexed.

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

SPECIAL BUSINESS:

1. To consider and if thought fit, to give assent/dissent to the following resolution as a **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 29th March, 2025 to 28th 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.'

By Order of the Board of Directors

For Emami Realty Limited



Payel Agarwal

Payel Agarwal

Company Secretary

M. No. A22418

Kolkata

29th March, 2025

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, April 18, 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 address 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, April 18, 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, April 25, 2025 at 10:00 a.m. and ends on Saturday, May 24, 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 on Monday, May 26, 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, the BSE Limited and the Calcutta Stock Exchange 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, April 25, 2025 at 10:00 am, IST and ends on Saturday, May 24, 2025 at 05:00 pm, IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, April 18, 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. The Board of Directors has appointed Mr. Raj Kumar Banthia, Practising Company Secretary, being Partners of M/s. MKB & Associates, Company Secretaries, Kolkata to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
 - iv. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
 - v. 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.
 - vi. 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, April 25, 2025 at 10:00 am, IST and ends on Saturday, May 24, 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, April 18, 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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at

	<p>https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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.

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.
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- (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

Item No. 1

Appointment of Ms. Ishani Ray (DIN: 08800793) as an Independent Director of the Company

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, appointed Ms. Ishani Ray (DIN: 08800793) as an Additional Director under the category of Non-Executive Woman Independent Director for a term of 5 (five) consecutive years from 29th March, 2025 to 28th March, 2030, not liable to retire by rotation, subject to the approval of shareholders.

The Company has also received from Ms. Ishani Ray (i) consent to act as Director, in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) declaration to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act, Rules thereunder and under the SEBI Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Ishani Ray for the office of Independent Director of the Company. In the opinion of the Board of Directors, Ms. Ishani Ray fulfills the conditions specified in the Act, Rules, and SEBI Listing Regulations, for appointment as an Independent Director of the Company. She is independent of management and possesses the appropriate skills, experience, and knowledge required for the discharge of her duties as an Independent Director. Her vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of Ms. Ishani Ray would be of immense benefit to the Company.

Copy of the letter of appointment of Ms. Ishani Ray setting out the terms and conditions of appointment shall be available for inspection by the Members as per the procedure mentioned in the Notes to this Notice. Ms. Ishani Ray shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof, as applicable, and reimbursement of expenses for participating in such meetings.

Pursuant to Regulation 25(2A) of the SEBI Listing Regulations, the appointment of Ms. Ishani Ray is subject to the approval of shareholders by way of Special Resolution. The Board of Directors recommends the Special Resolution as set out at item no. 1 for approval of shareholders of the Company.

Except Ms. Ishani Ray, being the appointee and her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

Additional information in respect of Ms. Ishani Ray, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

Kolkata
29th March, 2025

By Order of the Board of Directors
For Emami Realty Limited



Payel Agarwal
Payel Agarwal
Company Secretary
M. No. A22418

Details of Directors seeking appointment / re-appointment / fixation of remuneration at the Annual General Meeting

Name of the Director	Ms. Ishani Ray
DIN	08800793
Date of Birth	04.01.1964
Age (in years)	60 years
Qualification	M.Com, Chartered Accountant
Experience (including expertise in specific functional areas)/ Brief resume	<p>Ishani Ray is a Business Leader as well as a Financial Management Expert and Organisation Strategy with more than 30 years of experience.</p> <p>Ms. Ray is a practicing Chartered Accountant and holds an M. Com from Calcutta University. She has also completed the certificate course on Forensic Accounting and Fraud Detection under ICAI. She is also a member of the Institute of Internal Auditors, Kolkata Chapter. As a practicing Chartered Accountant, she has extensive experience in handling Accounts, Audits and Taxation of MSMEs and large Corporates. She provides CFO services by mentoring, advising clients in specific areas of Financial & Business Strategy. She is also registered with the Institute of Corporate Affairs and hold Board positions as Independent Director and chairs Board Committees of a number of Listed and Unlisted Companies.</p> <p>Ms. Ray was associated with Khadim India Limited, a leading footwear, since 2006, initially as its Chief Financial Officer and later as its Chief Executive Officer. During her tenure with Khadim, Ishani spearheaded its transformation journey from a small family-owned business to a listed entity in the Indian Stock Exchange with exponential growth in top-line and bottom-line, funding the growth trajectory through private equity funding and IPO launch.</p> <p>Ms. Ray has extensive experience in leading change and organisation transformation through strategic planning, Structured fund raising, designing and implementing demerger schemes, fiscal management, risk mitigation, business development, brand positioning, supply chain management, business process transformation, productivity enhancement resulting in improvement of product margins. Ms. Ray has been involved in talent development through competency assessment, capability building, coaching and teambuilding for performance enhancement and growth. She has a rich experience in financial, statutory and corporate governance due diligence as well as creation and implementation of accounting and auditing manuals. She is an expert in stakeholder management with experience of liaising with Board members, investors, institutional lenders, bankers, researchers, analysts, public relations agencies, celebrity brand ambassadors and media.</p> <p>Ms. Ray has the experience and expertise of working in industry segments like Retail, Entertainment, Footwear & Accessories, Jewellery, Healthcare, Tea & Agriculture, Green Energy, BPO/KPO/ITES, NGOs.</p>
Date of first appointment on the Board	29 th March, 2025
Terms and Conditions of	Appointed as an Independent Director for a term of 5 (five) consecutive

Appointment/ Re-appointment	years, not liable to retire by rotation, from 29 th March, 2025 to 28 th March, 2030
Last drawn remuneration	Not Applicable
Details of Remuneration sought to be paid	No approval sought for remuneration
Shareholding in the Company	NIL
Number of meetings of the Board attended during the financial year	NIL
Directorships in other companies	<ul style="list-style-type: none"> • Fort Gloster Industries Limited • ABC India Limited • Rahee Infratech Limited • Suraksha Diagnostic Limited • Gloster Limited • Yellow Hat Consultants Private Limited
Membership/ Chairmanship of Committees of the Boards of other Companies (includes only Audit & Stakeholders' Relationship Committee)	<p>Gloster Limited</p> <ul style="list-style-type: none"> - Audit Committee – Chairman <p>ABC India Limited</p> <ul style="list-style-type: none"> - Audit Committee – Chairman - Stakeholders' Relationship Committee – Member <p>Rahee Infratech Limited</p> <ul style="list-style-type: none"> - Audit Committee – Chairman <p>Suraksha Diagnostic Limited</p> <ul style="list-style-type: none"> - Audit Committee – Chairman
Relationship with other directors or KMP	None