

Ref: ERL/SECRETARIAL/2025-26/1421

25th February, 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**

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 23rd February, 2026 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 23rd February, 2026 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 has been 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, 20th February, 2026 ("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 has completed dispatch of Notice of Postal Ballot/ E-voting on 25th February, 2026 by electronic mail only.

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: Thursday, February 26, 2026 at 10:00 a.m. (IST)

End of e-voting: Friday, March 27, 2026 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
Thursday, February 26, 2026 at 10:00 a.m., IST	Friday, March 27, 2026 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 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, and if thought fit, to pass the following resolution 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 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."

2. **Approval of Material Related Party Transaction - with Orbit Abasan Private Limited 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, 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.”

Kolkata
23rd February, 2026

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 (“the SEBI Listing Regulations, 2015”), 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, February 20, 2026 ("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 - contact@mdplcorporate.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, February 20, 2026 ("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 Thursday, February 26, 2026 at 10:00 a.m. and ends on Friday, March 27, 2026 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 March 27, 2026. 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 Thursday, February 26, 2026 at 10:00 am, IST and ends on Friday, March 27, 2026 at 05:00 pm, IST. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, February 20, 2026 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.

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 Thursday, February 26, 2026 at 10:00 am, IST and ends on Friday, March 27, 2026 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, February 20, 2026 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 SEBI LODR 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.

	<p>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</p> <p>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</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.

- (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, 2015") 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) ₹ 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 ₹ 82.31 Crores.

Item No. 01

The Company had issued and allotted 8,53,65,854 Nos. of 7.5% Unsecured Unlisted Non-Convertible Debentures of face value ₹ 82 each aggregating to ₹ 700,00,00,028/- (the "NCDs") to Suraj Finvest Private Limited and Diwakar Finvest Private Limited, being Promoter Group companies ("NCD Holders"), in accordance with the terms approved by the shareholders.

The Company has received a formal representation from the NCD Holders stating that the coupon yield on the aforesaid NCDs at 7.50% per annum is materially lower than their prevailing average borrowing cost. Accordingly, the NCD Holders have proposed a revision in the coupon rate from 7.50% per annum to 10% per annum, to bring the return in line with their average cost of borrowing.

The Board of Directors of the Company, at its meeting held on 23rd February, 2026, after due deliberation and considering the Company's own borrowing profile, approved the proposed revision in the coupon rate from 7.50% per annum to 10% per annum, subject to approval of the Members and such other approvals as may be required.

The revised coupon rate shall be effective such date as may be determined by the Board of Directors or a Committee thereof, in accordance with the terms of issue and applicable law.

Since the NCD Holders are promoter group companies, the proposed revision in coupon rate may be regarded as a related party transaction within the meaning of Regulation 23 of the SEBI Listing Regulations, 2015. The Audit Committee has reviewed the proposal and recommended the same to the Board, noting that the revision is commercially justified and in line with prevailing market conditions.

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 recommends the Special Resolution set out in Item No. 1 for approval of Members.

The mandatory disclosure which is required to be made to the Shareholders 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 June 26, 2025 read with SEBI Master Circular dated January 30, 2026, is annexed to this Notice.

Except Mr. Rajesh Bansal and his relatives (being shareholder of Diwakar Finvest Private Limited), none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this special resolution.

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

Orbit Abasan Private Limited (as 'Developer') has signed and executed a Memorandum of Understanding (MOU) dated 15th September, 2010 with Aravali Enclave Private Limited (being the Owner) for Joint Venture Agreement for land lying and situated at BT Road (Commonly known as Basanti Cotton Mills Land) ("Project Land/ Project Undertaking"). However, the said Developer has not been able to make much headway in this respect and is now intending to transfer and assign the said Project Undertaking together with all its development rights, title, interest, fixed assets, security deposit, current assets and liabilities, to Emami Realty Limited, with the consent of the Owner.

The Company is engaged in the business of development and sale of residential properties and, as part of its growth strategy, proposes to acquire the said Project Undertaking relating to the Basanti Cotton Mills Premises which is in the physical possession of the Owner, admeasuring 10.79 acres, from the said Orbit Abasan Private Limited, on a slump sale basis as a going concern for a lump-sum consideration not exceeding ₹ 50,00,00,000/- based on the valuation report of a registered valuer which is available for viewing on the Company's website at the weblink <https://emamirealty.com/wp-content/uploads/2026/02/ValuationReport23022026.pdf>, subject to execution of definitive agreements and fulfilment of customary conditions precedent.

The proposed slump sale will include transfer of all development rights, title, interest, project-related assets, approvals, security deposits, receivables and liabilities pertaining exclusively to the said Project Undertaking.

Dr. Nitesh Kumar Gupta, Managing Director & CEO of the Company is a Director on the Board of the said Orbit Abasan Private Limited. Further, the Company's Promoter/ Promoter Group exercises significant influence on the said Orbit Abasan 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 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 Abasan Private Limited, whose value may be beyond the materiality threshold as provided in Regulation 23 of the SEBI Listing Regulations, 2015, 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 June 26, 2025 read with SEBI Master Circular dated January 30, 2026, 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 the Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for Approval of Related Party Transactions” dated June 26, 2025 read with SEBI Master Circular dated January 30, 2026, 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, except Dr. Nitesh Kumar Gupta, Managing Director & CEO of the Company and Mr. Rajendra Agarwal, President-Finance & CFO of the Company, who are Directors on the Board of Orbit Abasan 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. 2.

**By Order of the Board of Directors
For Emami Realty Limited**



Payel Agarwal

Payel Agarwal

Company Secretary

M. No. A22418

Kolkata

23rd February, 2026

**Disclosure of EMAMI REALTY LIMITED's ("the Company" or "listed entity")
RPT with SURAJ FINVEST PRIVATE LIMITED and DIWAKAR FINVEST PRIVATE LIMITED
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 parties	Suraj Finvest Private Limited and Diwakar Finvest Private Limited
2.	Country of incorporation of the related parties	India
3.	Nature of business of the related parties	Both Suraj Finvest Private Limited and Diwakar Finvest Private Limited are registered as Core Investment Companies – Non-Banking Financial Companies (CIC-NBFC) registered with Reserve Bank of India.

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><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>Suraj Finvest Private Limited and Diwakar Finvest Private Limited are Promoter Group companies of Emami Realty Ltd</p> <p style="text-align: center;">-</p> <p>NIL</p> <p>Not Applicable</p> <p>Suraj Finvest Private Limited and Diwakar Finvest Private Limited are holding 1,34,42,850 equity shares (30.67%) and 1,36,10,156 equity shares (31.05%) in the equity share capital of the Company, respectively</p>

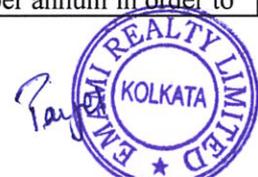


A(3): Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	<i>FY 2024-2025 (₹ in Crores)</i>			
		S. No.	Nature of Transactions	Diwakar Finvest Pvt. Ltd.	Suraj Finvest Pvt. Ltd.
		1	Loan taken	850.38	164.63
		2	Loan repaid	494.99	354.85
		3	Interest paid on NCD	27.34	20.50
		4	Interest paid	14.61	21.78
		5	Commission paid	0.21	0.33
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.	<i>From 1st April 2025 to 31st December 2025 (₹ in Crores)</i>			
		S. No.	Nature of Transactions	Diwakar Finvest Pvt. Ltd.	Suraj Finvest Pvt. Ltd.
		1	Loan taken	161.24	352.10
		2	Loan repaid	292.12	97.48
			Loan Converted to Warrants	51.65	51.65
		3	Interest paid on NCD	29.26	21.95
		4	Interest paid	23.95	17.509
5	Commission paid	0.08	0.09		
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.	NONE			

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	<p>The Company had issued and allotted 8,53,65,854 Nos. of 7.50% Unsecured Unlisted Non-Convertible Debentures of face value ₹82 each aggregating to ₹700,00,00,028 (the "NCDs") to Suraj Finvest Private Limited and Diwakar Finvest Private Limited, being Promoter Group companies ("NCD Holders"), in accordance with the terms approved by the shareholders</p> <p>The NCD Holders have proposed a revision in the coupon rate from 7.50% per annum to 10% per annum in order to</p>



		bring the return in line with their average cost of borrowing. This revision in the coupon rate results in an upward adjustment to the interest payment obligations of the Company and will increase the total interest payout to the concerned NCD Holders by ₹ 17.50 crores per annum, over the remaining tenure of the NCDs. This change in the terms of the NCDs, constitutes a material modification to the related party transaction, already approved by the members.												
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	21.26 % of Annual Consolidated Turnover of the Company for Financial Year 2024-25												
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.	Diwakar Finvest Private Limited 11.70 % Annual Consolidated Turnover for FY 2024-25 Suraj Finvest Private Limited 8.53 % of Annual Consolidated Turnover for FY 2024-25												
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<p style="text-align: center;">FY 2024-2025 (₹ in Crores)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Diwakar Finvest Pvt. Ltd.</th> <th>Suraj Finvest Pvt. Ltd.</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>201.09</td> <td>153.24</td> </tr> <tr> <td>Profit After Tax</td> <td>63.13</td> <td>55.23</td> </tr> <tr> <td>Net worth</td> <td>8879.88</td> <td>8837.33</td> </tr> </tbody> </table>	Particulars	Diwakar Finvest Pvt. Ltd.	Suraj Finvest Pvt. Ltd.	Turnover	201.09	153.24	Profit After Tax	63.13	55.23	Net worth	8879.88	8837.33
Particulars	Diwakar Finvest Pvt. Ltd.	Suraj Finvest Pvt. Ltd.												
Turnover	201.09	153.24												
Profit After Tax	63.13	55.23												
Net worth	8879.88	8837.33												



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.)	Revision in the coupon rate of 8,53,65,854 Nos. of 7.50% Unsecured Unlisted Non-Convertible Debentures of face value ₹82 each aggregating to ₹700,00,00,028 (the "NCDs") to Suraj Finvest Private Limited and Diwakar Finvest Private Limited, being Promoter Group companies ("NCD Holders"), from 7.50% per annum to 10% per annum
2.	Details of each type of the proposed transaction	Revision in Coupon rate of the Unsecured Unlisted Non-Convertible Debentures from 7.50% per annum to 10% per annum.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Over the remaining tenure of the Unsecured Unlisted Non-Convertible Debentures, i.e., upto February 13, 2033
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	This revision in the coupon rate results in an upward adjustment to the interest payment obligations of the Company and will increase the total interest payout to the concerned NCD Holders by ₹ 17.50 Crores, per annum, over the remaining tenure of the NCDs
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company has received a formal representation from the NCD Holders stating that the coupon yield on the aforesaid NCDs at 7.50% per annum is materially lower than their prevailing average borrowing cost. Accordingly, the NCD Holders have proposed a revision in the coupon rate from 7.50% per annum to 10% per annum, to bring the return in line with their average cost of borrowing.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	None of the 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: Mr. Rajesh Bansal who is a Whole-time Director on the Board of Emami Realty Ltd and his relatives (being shareholder of Diwakar Finvest Private Limited)
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	Not Applicable

Part B & C of table forming part of Clause 4 of the RPT Industry Standards are not applicable.



**Disclosure of EMAMI REALTY LIMITED's ("the Company" or "listed entity")
RPT with ORBIT ABASAN PRIVATE LIMITED
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	Orbit Abasan Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	The company is engaged in the business of 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> <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>Dr. Nitesh Kumar Gupta, Managing Director & CEO of the Company is a Director on the Board of the said Orbit Abasan Private Limited. Further, the Company's Promoter/ Promoter Group exercises significant influence on the said Orbit Abasan Private Limited through its holding company, Emami Estates Private Limited.</p> <p>NIL</p> <p>Not Applicable</p> <p>NIL</p>



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

S. No.	Particulars of the information	Information provided by the management		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	S. No.	Nature of Transactions	FY 2024-2025 (₹ in Crores)
		1.	Advance	0.15
		NIL		
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	Upto ₹ 50,00,00,000/- (Rupees Fifty 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	Upto 60.74% of Annual Consolidated Turnover of the Company for Financial Year 2024-25
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	Not Applicable



	transaction)									
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.	Not Applicable (Annual Consolidated Turnover of Orbit Abasan Pvt. Ltd. for the Financial Year 2024-25 is NIL)								
6.	Financial performance of the related party for the immediately preceding financial year: <i>Explanations:</i> <i>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</i>	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (₹ in Crores)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>NIL</td> </tr> <tr> <td>Profit After Tax</td> <td>(0.004)</td> </tr> <tr> <td>Net worth</td> <td>(0.002)</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (₹ in Crores)	Turnover	NIL	Profit After Tax	(0.004)	Net worth	(0.002)
Particulars	FY 2024-2025 (₹ in Crores)									
Turnover	NIL									
Profit After Tax	(0.004)									
Net worth	(0.002)									

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 Project Undertaking relating to the Basanti Cotton Mills Premises which is in the physical possession of the Owner, admeasuring 10.79 acres, at total consideration not exceeding ₹ 50,00,00,000, 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.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	As explained at point no. 2 above The total value of the transaction shall not exceed ₹ 50,00,00,000/-.
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>Dr. Nitesh Kumar Gupta, Managing Director & CEO of the Company is a Director on the Board of the said Orbit Abasan Private Limited. Further, the Company's Promoter/ Promoter Group exercises significant influence on the said Orbit Abasan Private Limited through its holding company, Emami Estates Private Limited.</p> <p>Mr. Rajendra Agarwal, President-Finance & CFO of the Company, is a Director on the Board of Orbit Abasan Private Limited.</p> <p>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.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The value of the proposed transaction is based on valuation report from an independent valuer, which was placed before the Audit Committee.
9.	Other information relevant for decision making.	Not Applicable

Part B & C of table forming part of Clause 4 of the RPT Industry Standards are not applicable.

