



## emami realty limited

CIN: L45400WB2008PLC121426

Regd. Off: Acropolis, 13<sup>th</sup> Floor, 1858/1 Rajdanga Main Road, Kasba, Kolkata-700 107,

Tel: 033 6625 1200; E-mail: [infra@emamirealty.com](mailto:infra@emamirealty.com); Website: [www.emamirealty.com](http://www.emamirealty.com)

### NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (the "**Meeting**" / "**EGM**") of the Members of **EMAMI REALTY LIMITED** (the "**Company**") will be held on Friday, March 21, 2025 at 11:30 A.M. through Video Conference ("**VC**")/ Other Audio Visual Means ("**OAVM**") ("hereinafter referred to as "**Electronic Mode**") to transact the following business:

#### SPECIAL BUSINESS:

#### ITEM NO. 1: ISSUE OF EQUITY SHARES AND WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE MEMBERS OF THE PROMOTER GROUP BY CONVERSION OF EXISTING UNSECURED LOAN ON PREFERENTIAL BASIS.

*To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the '**Act**'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the '**SEBI ICDR Regulations**') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the '**SEBI Listing Regulations**'), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the '**SEBI Takeover Regulations**'), the uniform listing agreements entered into by the Company with BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited (collectively referred to as the '**Stock Exchanges**') on which the equity shares of the Company having face value of ₹ 2/- each ('**Equity Shares**') are presently listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ('**MCA**'), the Securities and Exchange Board of India ('**SEBI**'), the Reserve Bank of India ('**RBI**') and/ or any other competent authorities (hereinafter referred to as '**Applicable Regulatory Authorities**') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the '**Board**' which term shall be deemed to mean and include any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to issue, offer and allot, in one or more tranches, upto 59,90,000 fully paid up equity shares of the Company having face value of ₹ 2/- each ('**Preferential Equity Shares**') at an issue price of ₹ 128.50/- (Rupees One Hundred and Twenty Eight and Paise Fifty Only) per equity share (including a premium of ₹126.50/- per equity share) ('**Preferential Allotment Price**') and upto 1,14,00,000 warrants, each carrying a right to subscribe to 1 (One) equity share of the Company ('**Warrants**') at an issue price of ₹ 128.50/- (Rupees One Hundred and Twenty-Eight and Paise Fifty Only) per warrant ('**Warrant**



**Exercise Price**) not exceeding an aggregate amount of ₹ 2,23,46,15,000 (Rupees Two Hundred Twenty-Three Crores Forty-Six Lakhs Fifteen Thousand Only) by conversion of existing unsecured loan into equity shares to the Members of the Promoter Group by way of preferential issue on private placement basis (**Preferential Allotment**) on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the following Allottees:

| Sl. No. | Name of Allottees               | No. of Equity Shares to be allotted | No. of Warrants to be allotted | Total Consideration (₹) |
|---------|---------------------------------|-------------------------------------|--------------------------------|-------------------------|
| 1.      | Suraj Finvest Private Limited   | 29,95,000                           | 57,00,000                      | 1,11,73,07,500          |
| 2.      | Diwakar Finvest Private Limited | 29,95,000                           | 57,00,000                      | 1,11,73,07,500          |
|         | <b>Total</b>                    | <b>59,90,000</b>                    | <b>1,14,00,000</b>             | <b>2,23,46,15,000</b>   |

(collectively known as '**Allottees**' or '**Investors**')."

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Allotment is Wednesday, February 19, 2025, being the date 30 (Thirty) days prior to this Extra-Ordinary General Meeting (**Relevant Date**)."

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Preferential Allotment of equity shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Preferential Equity Shares to be allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company bearing ISIN INE778K01012 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Preferential Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary permissions and approvals. Any existing Equity Shares held by the Allottees shall also be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Preferential Allotment Price of ₹ 128.50/- (Rupees One Hundred and Twenty-Eight Rupees and Paise Fifty Only) is not less than the floor price/minimum price determined in accordance with Chapter V of the SEBI ICDR Regulations.
- The Preferential Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Preferential Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions."

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Preferential Allotment of Warrants and equity shares to be allotted on conversion of Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- An amount equivalent to 25% of the Warrant Exercise Price shall be adjusted at the time of subscription and allotment of Warrant and the balance 75% of the Warrant Exercise Price shall be adjusted at the time of allotment of equity shares pursuant to exercise of the options attached to Warrants to subscribe to equity shares.

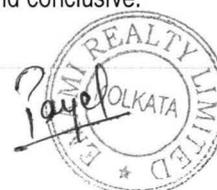


- b) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations.
- c) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.
- d) The Warrants and the equity shares allotted pursuant to exercise of such Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The Warrant Exercise Price and the number of equity shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f) The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form.
- g) In the event the rights attached to the Warrants are not exercised within 18 (Eighteen) months from the date of allotment, then such Warrants shall lapse.
- h) The equity shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares bearing ISIN INE778K01012 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- i) The equity shares arising from the exercise of the Warrants will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals."

**"RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Allottees be recorded for the issuance of invitation to subscribe to the Preferential Equity Shares and Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Allottees inviting them to subscribe to the Preferential Equity Shares and Warrants."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Preferential Equity Shares and Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Preferential Equity Shares and Warrants and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."



"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board  
For Emami Realty Limited



*Payel Agarwal*

Payel Agarwal

Company Secretary

ICSI Membership No. A22418

Place: Kolkata

Date: February 26, 2025

**NOTES:**

1. The Ministry of Corporate Affairs, vide General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 read with General Circulars No. 10/2022 dated 28<sup>th</sup> December, 2022, No. 14/2020 dated 8<sup>th</sup> April, 2020, No. 17/2020 dated 13<sup>th</sup> April, 2020, No. 20/2020 dated 5<sup>th</sup> May, 2020, No. 39/2020 dated 31<sup>st</sup> December, 2020, No. 02/2021 dated 13<sup>th</sup> January, 2021, No. 19/2021 dated 8<sup>th</sup> December, 2021, No. 21/2021 dated 14<sup>th</sup> December, 2021, No. 2/2022 dated 5<sup>th</sup> May, 2022 and No. 09/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 (referred to as "SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'). Accordingly, in compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI Listing Regulations and the MCA Circulars, the EGM of the Company is being held through VC / OAVM.
2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being conducted through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip including Route map are not annexed to this Notice.
4. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e, Acropolis, 13<sup>th</sup> Floor, 1858/1, Rajdanga Main Road, Kasba, Kolkata – 700107, which shall be deemed to be the venue of the meeting.
5. Corporate members (i.e. other than individual / HUF, NRI, etc.) are required to send a scanned certified true copy (PDF/ JPEG Format) of the Board or Governing body Resolution/ Authorization etc. authorizing their representative to attend the EGM through VC/ OAVM on its behalf and to vote through remote e-voting. 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 on the CDSL e-voting platform for the scrutinizer to verify the same. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatories who are authorized to vote, to the Scrutinizer at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) and to the Company at [infra@emamiirealty.com](mailto:infra@emamiirealty.com) or to Maheshwari Datamatics Pvt. Ltd., Registrar & Share Transfer Agent of the Company ("RTA") at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the EGM.
7. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 1 as set out above is annexed hereto.
8. All documents referred to in the Notice shall be made available for inspection at the Registered Office of the Company up to the date of Extra-Ordinary General Meeting from 11:00 A.M to 1:00 P.M except Saturday, Sunday and Public Holidays.
9. In accordance with the aforesaid MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to the members whose email addresses are registered with the Company or relevant Depositories.



10. 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](mailto: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.
11. Members may also note that the Notice of EGM will be available on the Company's website at [www.emamirealty.com](http://www.emamirealty.com), websites of BSE and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the EGM) at [www.evotingindia.com](http://www.evotingindia.com) for their view/download.
12. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31 July, 2023 (updated as on 4 August and 20 December, 2023) has specified that a shareholder shall first take up any grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal at <https://smartodr.in/login>. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link [https://www.sebi.gov.in/legal/master-circulars/dec-2023/master-circular-for-online-resolution-of-disputes-in-the-indian-securities-market\\_80236.html](https://www.sebi.gov.in/legal/master-circulars/dec-2023/master-circular-for-online-resolution-of-disputes-in-the-indian-securities-market_80236.html)
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
14. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the RTA. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository Participant with whom they are maintaining the DEMAT account. Members holding shares in physical form can submit their copy of PAN to the Company.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:**

16. 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 9<sup>th</sup> 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.
17. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Monday, 17<sup>th</sup> March, 2025 (10:00 a.m. IST) and ends on Thursday, 20<sup>th</sup> March, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 14<sup>th</sup> March, 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.
18. The Board of Directors has appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary, failing him, Mr. Raj Kumar Banthia, Practicing Company Secretary, both 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.

19. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned below for Remote e-voting.
20. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
21. If any vote is cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
22. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
23. 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. A person who is not a Member as on the cut-off date should treat this Notice of EGM for information purpose only.
24. 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlat 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.
25. 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 of 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.

In case of Individual Shareholders holding securities in demat mode and who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

26. **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 Monday, 17<sup>th</sup> March, 2025 (10:00 a.m. IST) and ends on Thursday, 20<sup>th</sup> March, 2025 (5:00 p.m. 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, 14<sup>th</sup> March, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.



- (iv) 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 <b>CDSL Depository</b> | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>  |
| Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> | <ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol> |
| Individual Shareholders (holding securities in demat mode)                           | 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  |



|   |   |
|---|---|
| login through their <b>Depository Participants (DP)</b> | 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 <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

(v) 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](http://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](http://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:

|   | <b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>  |
|---|---|
| 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"> <li>• 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.</li> </ul> |
| Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>                 |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for < **EMAMI REALTY LIMITED** > on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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](http://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](mailto: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](mailto: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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

27. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
28. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
29. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
30. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
31. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
32. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
33. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 6 (SIX) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 (TEN) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [infra@emamirealty.com](mailto:infra@emamirealty.com). These queries will be replied to by the Company suitably.
34. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



35. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
36. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

37. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

**For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

**For Demat shareholders** - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

**For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**OTHER INFORMATION**

38. The Scrutinizer shall, after the conclusion of EGM, first count the votes cast at the EGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty-eight) hours of conclusion of the Meeting, to the Chairman / Managing Director or any other person authorized by the Board.
39. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.emamirealty.com](http://www.emamirealty.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the EGM i.e. 21<sup>st</sup> March, 2025.



**EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

Your Company has availed financial assistance from various entities belonging to the Promoter Group as Unsecured Loan. As on date of this notice the Company has an outstanding unsecured loan of ₹ 295 Crs from Suraj Finvest Private Limited and ₹ 322 Crs from Diwakar Finvest Private Limited, Promoter Group. The Company has requested the aforesaid Promoter Group Entities to convert part of the said Unsecured Loan into Equity Shares and Convertible Warrants or any other Securities as they deem fit. This will enhance the permanent capital base, improve the net worth and cash flows of the Company by reducing the interest liability of the Company.

Accordingly, the entities belonging to the Promoter Group as mentioned above agreed to convert part of the said Unsecured Loan into Equity Shares and Warrants of the Company. Accordingly, on the recommendations of the Audit Committee, the Board of Directors of the Company at its meeting held on February 26, 2025 approved the conversion of unsecured loan of the abovenamed entities of the Promoter Group into Equity Shares and Warrants of the Company, subject to the approval of Members in the General Meeting.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

**1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at their meeting held on February 26, 2025, subject to the approval of the Members of the Company and such other regulatory / governmental approvals, as may be required, have approved to issue, offer and allot, in one or more tranches, upto 59,90,000 fully paid up equity shares of the Company having face value of ₹ 2/- each ('**Preferential Equity Shares**') at an issue price of ₹ 128.50/- (Rupees One Hundred and Twenty Eight Rupees and Paise Fifty Only) per equity share (including a premium of ₹ 126.50/- per equity share) ('**Preferential Allotment Price**') and upto 1,14,00,000 warrants, each carrying a right to subscribe to 1 (One) equity share of the Company ('**Warrants**') at an issue price of ₹ 128.50/- (Rupees One Hundred and Twenty Eight Rupees and Paise Fifty Only) per warrant ('**Warrant Exercise Price**') not exceeding an aggregate amount of ₹ 2,23,46,15,000 (Rupees Two Hundred Twenty-Three Crores Forty-Six Lakhs Fifteen Thousand Only) by conversion of existing unsecured loan into equity shares to the Members of the Promoter Group by way of preferential issue on private placement basis ('**Preferential Allotment**').

**2. Objects of the Preferential Issue:**

To increase the net worth and cash flows of the Company and to reduce the future interest liability of the Company, it is proposed to convert the unsecured loan into equity shares of the Promoter Group into Equity Shares and Warrants of the Company.

**3. Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares and Warrants is Wednesday, February 19, 2025, being the date 30 days prior to the date of the EGM.



**4. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):**

Considering that the proposed allotment is expected to result in allotment of more than 5% of the post issue fully diluted share capital of the Company, to the Allottees, the Company has obtained a valuation report dated February 26, 2025, issued by SKA Business Advisory Services Private Limited, Registered Valuer (Valuer Registration No. – IBBI/RV-E/02/2020/122) having office at Suite 606-608, The Chambers, 1865 Rajdanga Main Road, Kolkata - 700107 in accordance with Regulation 166A of SEBI ICDR Regulations. As per the said valuation report, the fair value of equity shares of the Company comes to ₹ 86.21 per share. The said valuation report shall be available for inspection by the Members and the same may be accessed on the website of the Company [www.emamirealty.com](http://www.emamirealty.com).

The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE'), National Stock Exchange of India Limited ('NSE') and the Calcutta Stock Exchange Limited ('CSE'). The Equity Shares are frequently traded and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI ICDR Regulations. In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares and Warrants shall be allotted is ₹ 128.50/- being higher of the following:

- a) Volume Weighted Average Price of the Equity Shares of the Company quoted on NSE, during the 90 trading days preceding the relevant date, i.e. ₹ 128.09 per Equity Share; or
- b) Volume Weighted Average Price of the Equity Shares of the Company quoted on NSE, during the 10 trading days preceding the relevant date i.e. ₹ 94.55 per Equity Share.

The pricing of the Preferential Equity Shares and Warrants is ₹ 128.50/- which is not lower than the floor price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential allotment.

**Adjustments for Warrants:** The price determined above and the number of equity shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**5. Amount which the Company intends to raise by way of such securities:**

Since the above transaction is that of conversion of Unsecured Loan into equity shares and Warrants, therefore, no fresh amount is raised.

**6. The class or classes of persons to whom the allotment is proposed to be made:**

The Allotment is proposed to be made to Promoter Group.

**7. Intention of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

Suraj Finvest Private Limited and Diwakar Finvest Private Limited, entities belonging to the Promoter Group of the Company, has intended to subscribe to 29,95,000 preferential equity shares each and 57,00,000 warrants each in the Preferential Allotment. Apart from them, none of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the Preferential Allotment.



**8. Time frame within which the Preferential Allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Preferential Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of the special resolution, provided that where the allotment is pending on account receipt of any approval or permission from any regulatory authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**9. The change in control, if any, in the Company that would occur consequent to the preferential issue:**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of the Preferential Equity Shares and Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment. Further the allotment under the Preferential Issue shall be made in such a manner that the shareholding of promoter and promoter group shall not exceed 5% of the expanded paid-up capital, in a financial year.

**10. The Pre Issue and Post Issue Shareholding pattern of the Company:**

| Sl. No.   | Category                         | Pre Issue Shareholding<br>(as on 31 <sup>st</sup> December, 2024) |                       | Post Allotment of Equity<br>Shares |                       | Post exercise of Warrants<br>into Equity Shares# |                       |
|-----------|----------------------------------|---|-----------------------|------------------------------------|-----------------------|--|-----------------------|
|           |                                  | No. of<br>Shares held   | % of Share<br>Holding | No. of<br>Shares held              | % of Share<br>Holding | No. of<br>Shares held                            | % of Share<br>Holding |
| <b>A.</b> | <b>Promoters' holding</b>        |   |                       |                                    |                       |  |                       |
| 1.        | Indian                           |   |                       |                                    |                       |  |                       |
|           | Individual                       | 29,13,664   | 7.70                  | 29,13,664                          | 6.65                  | 29,13,664  | 5.28                  |
| 2.        | Bodies Corporate                 | 2,11,00,315   | 55.76                 | 2,70,90,315                        | 61.80                 | 3,84,90,315                                      | 69.69                 |
|           | <b>Sub Total</b>                 | <b>2,40,13,979</b>  | <b>63.46</b>          | <b>3,00,03,979</b>                 | <b>68.45</b>          | <b>4,14,03,979</b>                               | <b>74.96</b>          |
| 3.        | Foreign Promoters                | 171   | 0.00                  | 171                                | 0.00                  | 171  | 0.00                  |
|           | <b>Sub Total (A)</b>             | <b>2,40,14,150</b>  | <b>63.46</b>          | <b>3,00,04,150</b>                 | <b>68.45</b>          | <b>4,14,04,150</b>                               | <b>74.96</b>          |
| <b>B.</b> | <b>Non Promoters' holding</b>    |   |                       |                                    |                       |  |                       |
| 1.        | Institutional Investors          |   |                       |                                    |                       |  |                       |
|           | (i) Mutual Funds                 |   |                       |                                    |                       |  |                       |
|           | (ii) Banks                       | 5,271   | 0.01                  | 5,271                              | 0.01                  | 5,271  | 0.01                  |
|           | (iii) NBFCs registered with RBI  | 31,500  | 0.08                  | 31,500                             | 0.07                  | 31,500   | 0.06                  |
|           | (iv) Foreign Portfolio Investors | 57,855  | 0.15                  | 57,855                             | 0.13                  | 57,855   | 0.10                  |
|           | (v) FIIS                         |   |                       |                                    |                       |  |                       |
|           | (vi) Central Govt/ State Govt    | 1,000   | 0.00                  | 1,000                              | 0.00                  | 1,000  | 0.00                  |
| 2.        | Non-Institution:                 |   |                       |                                    |                       |  |                       |
|           | (i) Individual                   | 91,10,128   | 24.07                 | 91,10,128                          | 20.78                 | 91,10,128  | 16.49                 |
|           | (ii) Foreign Companies           |   |                       |                                    |                       |  |                       |
|           | (iii) Corporate Bodies           | 32,41,155   | 8.56                  | 32,41,155                          | 7.39                  | 32,41,155  | 5.87                  |
|           | (vi) NRIs and OCB                | 2,10,238  | 0.56                  | 2,10,238                           | 0.48                  | 2,10,238   | 0.38                  |
|           | (v) Public                       |   |                       |                                    |                       |  |                       |
|           | (vi) Others                      | 11,72,592   | 3.10                  | 11,72,592                          | 2.68                  | 11,72,592  | 2.12                  |
|           | <b>Sub Total (B)</b>             | <b>1,38,29,739</b>  | <b>36.54</b>          | <b>1,38,29,739</b>                 | <b>31.55</b>          | <b>1,38,29,739</b>                               | <b>25.04</b>          |
|           | <b>Grand Total (A+B)</b>         | <b>3,78,43,889</b>  | <b>100.00</b>         | <b>4,38,33,889</b>                 | <b>100.00</b>         | <b>5,52,33,889</b>                               | <b>100.00</b>         |

#Assuming allotment of 59,90,000 equity shares and conversion of 1,14,00,000 warrants into 1,14,00,000 equity shares.

**11. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:**



| Sr. No. | Proposed Allottee               | Category       | Natural persons who are the ultimate beneficial owners | Pre-Issue shareholding |                   | No. of Equity Shares to be allotted | No. of warrants to be allotted | Post issue shareholding# |                   |
|---------|---------------------------------|----------------|--|------------------------|-------------------|-------------------------------------|--------------------------------|--------------------------|-------------------|
|         |                                 |                |  | No. of Shares          | % of Shareholding |                                     |                                | No. of Shares            | % of Shareholding |
| 1       | Suraj Finvest Private Limited   | Promoter Group | Mr. Mohan Goenka                                       | 1,04,47,850            | 27.61%            | 29,95,000                           | 57,00,000                      | 1,91,42,850              | 34.66             |
| 2       | Diwakar Finvest Private Limited | Promoter Group | Mr. Aditya Vardhan Agarwal                             | 1,06,15,156            | 28.05%            | 29,95,000                           | 57,00,000                      | 1,93,10,156              | 34.96             |

#Assuming allotment of 59,90,000 equity shares and conversion of 1,14,00,000 warrants into 1,14,00,000 equity shares.

## 12. Lock-in Period:

The Preferential Equity Shares (including those arising from exercise of Warrants) and Warrants shall be locked-in for such period as may be specified under Regulation 167 and 168 of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of Allottees shall be locked-in from the relevant date up to a period for such period as specified under Regulation 167(6) of the SEBI ICDR Regulations.

## 13. Listing:

The Company will make an application to the Stock Exchange at which the existing equity shares are listed for listing of the Preferential Equity Shares allotted on preferential issue and equity shares resulting pursuant to conversion of warrants. The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects.

## 14. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The proposed allotment shall be made to the promoter group and after allotment there will be no change in the status of the proposed allottees.

## 15. Undertakings:

- Neither the Company, nor any of its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations is not applicable.
- Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees has confirmed that they have not sold any equity shares of the Company during the 90 (ninety) Trading Days preceding the Relevant Date.
- As the Equity Shares have been listed on recognized stock exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) and 167(5) and undertakings required pursuant to Regulation 163(1)(g) and (h) of SEBI ICDR Regulations, governing re-computation of the price of shares shall not be applicable.



## 16. Certificate from Practicing Company Secretary:

A certificate from MKB & Associates (Firm Reg No P2010WB042700), being Practicing Company Secretary certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be placed before the Members at the Meeting. The said Certificate is also available on the website of the Company [www.emamirealty.com](http://www.emamirealty.com).

## 17. Other disclosures:

- During the period from April 1, 2024 till the date of notice of this EGM, the Company has not made any preferential allotment.
- Principal terms of assets charged as securities: Not Applicable
- Report of the Registered Valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, for the proposed Preferential Issue.

However, the proposed allotment is more than 5% of the post issue fully diluted equity share capital of the Company to the proposed allottees therefore a valuation report from an Independent Registered Valuer has been obtained for determining the price as per Regulation 166A of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the Preferential Equity Shares and Warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the said Item in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential issue.

Place: Kolkata

Date: February 26, 2025



By Order of the Board  
For Emami Realty Limited

*Payel Agarwal*

Payel Agarwal  
Company Secretary  
ICSI Membership No. A22418

