

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Thirty-seventh Annual General Meeting ("**AGM**" / "**Meeting**") of the Members of Kalpataru Limited ("**Company**") will be held on **Monday, September 29, 2025 at 03:00 P.M. (IST)** through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

## ORDINARY BUSINESSES:

1. To consider and adopt (a). the Audited Standalone Financial Statements of the Company for financial year ended on March 31, 2025, together with the reports of the Auditor and of the Board of Directors thereon; and (b). the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, and the report of Auditor thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
  - a. "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2025, together with the reports of Auditor and the Board of Directors thereon, as circulated to the members, be and are hereby considered and adopted."
  - b. "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025, together with the report of Auditor thereon, as circulated to the members, be and are hereby considered and adopted."

## SPECIAL BUSINESS:

2. To appoint Mr. Mofatraj P. Munot (DIN: 00046905), who retires by rotation, as a Non-Executive Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder and Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mofatraj P. Munot (DIN: 00046905) who is liable to retire by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation."
3. To ratify remuneration of Cost Auditor for Financial Year ending on March 31, 2026 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) plus applicable taxes and out of pocket expenses, as approved by the Board of Directors, to be paid to V. B. Prabhudesai & Co., Cost Accountants, (Firm Registration No. 100139), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026, be and is hereby ratified and confirmed."

4. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Yogesh Singhvi, a Practicing Company Secretary (Membership No. A 16471 and COP No. 8770) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years to audit Secretarial records of the Company commencing from Financial Year 2025-2026 to Financial Year 2029-2030, on such remuneration as may be determined by the Board of Directors or its Committees in consultation with the Secretarial Auditor."

5. To approve Material Related Party transactions of the Company with its Subsidiary and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, applicable provisions of the Companies Act, 2013 ("the Act") and the rules framed thereunder, Policy of the Company on transactions with Related Parties and basis approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the material related party transactions between the Company and its subsidiary, namely, Agile Real Estate Private Limited to enter into and continue transactions in the form of providing loans (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), for an amount up to ₹ 200 Crores for financial year 2025-26 on such terms and conditions as more specifically set out in the Statement pursuant to Section 102 of the Act to this resolution."

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**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and all action(s) taken by the Company / the Subsidiary in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

**By order of the Board of Directors**

**Abhishek Thareja**  
**Company Secretary & Compliance Officer**

Place: Mumbai

Date: September 02, 2025

### NOTES:

- A. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.
- B. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- C. Since this AGM is being held pursuant to the aforesaid MCA Circulars 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 AGM and hence the Proxy Form, Attendance Slip, and road map are not annexed to this Notice.
- D. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- E. In compliance with the aforesaid MCA Circulars and the Listing Regulations, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the Company's website at [www.kalpataru.com](http://www.kalpataru.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Company will also publish an advertisement in newspaper containing the details about the AGM, that is, the conduct of AGM through VC/OAVM, date and time of AGM, availability of notice of the AGM at the Company's website.
- F. In compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing details of web-link, including the path, where the Annual Report is available is being sent to those Members whose email addresses are not registered with the Company/ Registrar and Transfer Agent or with any depository.
- G. The statutory registers that are required to be kept open during the AGM and the documents that are referred to as available for inspection, in the notice or explanatory statement, shall be made available for inspection electronically on the date of the AGM. The members desiring to inspect the said documents can send an e-mail to [Investor.cs@kalpataru.com](mailto:Investor.cs@kalpataru.com) on or before Friday, September 19, 2025.
- H. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, demat account number, mobile number along with their queries to [Investor.cs@kalpataru.com](mailto:Investor.cs@kalpataru.com) latest by 5 p.m. on Friday, September 19, 2025. Questions / queries received by the Company till this time shall only be considered and responded during the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. We request the members to restrict their queries on matters relating to the Company. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The Company is providing to its Members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

**The remote e-voting period begins on Thursday, September 25, 2025 at 09:00 A.M. and ends on Sunday, September 28, 2025 at 05:00 P.M. The remote e-voting module shall**

be disabled by NSDL for voting thereafter. The remote e-voting process shall also be kept open during the AGM and shall be kept open for 15 minutes after the end of the AGM. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 22, 2025, may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.

#### How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for <b>IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 '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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</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 CDSL 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	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

### B) Login Method for e-Voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for Members other than Individual Members are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered.**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "**EVEN**" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "**VC/OAVM**" link placed under "**Join Meeting**".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
- Upon confirmation, the message "**Vote cast successfully**" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Members

1. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ruchita@csruchitashah.com](mailto:ruchita@csruchitashah.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Suketh Shetty at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those Members whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of Member, 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 [Investor.cs@kalpataru.com](mailto:Investor.cs@kalpataru.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [Investor.cs@kalpataru.com](mailto:Investor.cs@kalpataru.com). If you are an Individual Members holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode.**
3. Alternatively Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

## E-VOTING RESULT

Ms. Ruchita Shah, (Membership No.: ACS 44259, C.P. No. 16385), Partner of M/s Ruchita Shah & Associates, Practicing Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process to conduct the same in a fair and transparent manner.

The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Wednesday, October 1, 2025 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at [www.kalpataru.com](http://www.kalpataru.com). The result will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company. Subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, i.e., Monday, September 29, 2025.

## OTHER INFORMATION

1. Members are advised to exercise diligence and obtain statement of holdings periodically from the concerned Depository Participant and verify the holdings from time to time.
2. Members holding shares in dematerialised mode are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc., to their Depository Participant for making necessary changes.

NSDL has provided a facility for registration/ updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>.

3. Non-Resident Indian Members are requested to inform the Company / respective DPs immediately of change in their residential status on return to India for permanent settlement.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

**ITEM NO. 2**

The Members at their meeting held on September 28, 2023 approved the re-appointment of Mr. Mofatraj P. Munot, as a Non-Executive Director liable to retire by rotation. The term of Mr. Mofatraj P. Munot is liable to retire by rotation at this Annual General Meeting of the Company and being eligible, he has offered himself for re-appointment.

Mr. Mofatraj P. Munot, Chairman, founder and promoter of the Company, possesses high business acumen. The Company has achieved a phenomenal growth under his leadership. Considering his rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time and his pioneering role in guiding the business of the Company over three decades, the Board, on the recommendation of Nomination and Remuneration Committee, taking into consideration his continuous association will be in the best interest of the Company, has approved his re-appointment as a Non-Executive Director, liable to retire by rotation. The Board has also requested Mr. Mofatraj P. Munot to continue as Chairman in the capacity of Non-Executive Director on the Board. Accordingly, it is proposed to re-appoint Mr. Mofatraj P. Munot as Non-Executive Director, liable to retire by rotation.

Further, in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the statement annexed to the notice for such motion should also provide justification for appointing such a person. Considering that Mr. Mofatraj P. Munot has attained age of 80 years and hence, the Resolution at Item No. 2 is being proposed for the approval of the Members of the Company as a Special Resolution. The Brief profile of Mr. Mofatraj P. Munot, the nature of his expertise, the names of listed entities in which he holds directorships/ memberships of Committees of Board, terms of appointment including remuneration, and details of his shareholding in the Company and other requisite information is annexed to the notice.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Mofatraj P. Munot is interested in the resolution set out at Item No. 2 of the Notice, with regard to his appointment. Mr. Parag M. Munot, Managing Director, being related to Mr.

Mofatraj P. Munot, may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Other relatives of Mr. Mofatraj P. Munot may also be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item No. 2 of this Notice for approval by the Members.

**ITEM NO. 3**

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of V. B. Prabhudesai & Co., Practicing Cost Accountants, (Firm Registration No. 100139), the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026. It is proposed to pay ₹ 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) plus applicable taxes and reimbursement of actual out of pocket expenses, if any, as remuneration to the Cost Auditor for FY 2025-26. V. B. Prabhudesai & Co., were also Cost Auditor of the Company for financial year 2024-25.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for financial year ending on March 31, 2026 by passing an Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Director(s), Key Managerial Personnel(s) or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of this Notice for ratification by the Members.

**ITEM NO. 4**

In terms of Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") every listed entity is required to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

Mr. Yogesh Singhvi is an Associate member of the Institute of Company Secretaries of India. He possesses over 24 years of experience in Corporate Governance and Compliance. Mr. Singhvi has expertise in Secretarial Audits, Compliance Audits, and Due Diligence within wide spectrum of industries

and also Associations registered under Section 8 of the Companies Act, 2013. Mr. Singhvi offers all kinds of advisory and compliance services under Corporate Laws, SEBI Regulations, restructuring including Merger & Acquisition, Drafting of agreements and Legal documentation.

Mr. Yogesh Singhvi, has consented to his appointment as Secretarial Auditor, if appointed, and has confirmed that he has subjected himself to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further Mr. Yogesh Singhvi, has confirmed that he is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The Board of Directors, at its meeting held on September 2, 2025 has, considering the experience and expertise, recommended to the Members, appointment of Mr. Yogesh Singhvi, a Peer Reviewed Company Secretary in Practice (Membership No. A 16471 and COP No. 8770) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years to audit Secretarial records of the Company commencing from Financial Year 2025-2026 to Financial Year 2029-2030, at remuneration to be mutually decided by the Board of Directors or any of its Committee thereof and the Secretarial Auditor, from time to time.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought by passing the Ordinary Resolution as set out at Item No. 4 of this Notice.

None of the Director(s), Key Managerial Personnel(s) or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board commends the Ordinary Resolution set out at Item No. 4 of this Notice for approval by the Members.

#### Item No. 5

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**the Listing Regulations**"), any transactions with a Related Party shall be considered material, if the transaction entered into / to be entered into whether individually or taken together with the previous transactions during a financial year, exceed the lower of ₹ 1,000 crore or 10% of annual consolidated turnover of the

Company as per last audited financial statements of the Company, and shall require prior approval of Members by means of an ordinary resolution. The approval is required even if the transactions are in the ordinary course of business and at arm's length basis. As per the latest audited consolidated financial statements, the materiality threshold of the Company is ₹ 222.16 crores ("**Materiality Threshold**").

The Current related party transaction which is being placed before the Members for approval relates to Agile Real Estate Private Limited ("**AREPL**"), a material subsidiary of the Company, wherein the Company holds 83.33% stake, is in the business of real estate developments and require loan from the Company for its principal business activities. Currently AREPL owns a land parcel in Kolshet Road, Thane, and is developing a big township in the name of Kalpataru Parkcity. AREPL has already developed and handed over one project namely "Kalpataru Sunrise" and two more projects are under development namely "Kalpataru Immensa" and "Kalpataru Eternia" in the Kalpataru Parkcity. AREPL require funds from time to time for execution of the aforesaid projects and repayment of existing borrowings from banks/financial institutions.

The Company has been giving loans to AREPL from time to time and outstanding receivable balance as of April 1, 2025 from AREPL was ₹ 1201.92 Crore, out of which ₹ 283.81(Net) Crore was repaid before the shares of the Company got listed on the Stock Exchanges. The Company further disbursed an amount of ₹ 331.77 Crore out of IPO proceeds as per the objects of the Issue as specified in the Prospects.

AREPL may require additional funds for aforesaid project execution and repayment of its existing borrowings from banks/financial institutions to the extent of ₹ 200 Crore (Net) till March 31, 2026.

The Company has assessed the aforesaid Related Party transactions in accordance with Regulation 23 (4) read with Regulation 2(1)(zc) of the Listing Regulations, and accordingly seeks approval of the Members for the same.

The Audit Committee has approved and the Board has recommended the proposed arrangements as set out in Item No. 5 at their respective meetings, subject to the approval of the Members. The summary of the information placed before the Audit Committee pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/ P/0155 dated November 11, 2024 for approval of the arrangements are provided below.

## Notice

37<sup>th</sup> Annual General Meeting

Details of proposed arrangements as placed before the Audit Committee are as follows:

Sr. No.	Description	Details
1.	A summary of information provided by the management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Agile Real Estate Private Limited (" <b>AREPL</b> "), a material subsidiary of Kalpataru Limited (" <b>Company</b> " / " <b>KL</b> ")
b.	Type/Nature, material terms, monetary value and particulars of contracts or arrangement	<p>AREPL requires financial support in the form of loan upto an amount not exceeding ₹ 200 Crore (Net) from the Company for its principal business purpose.</p> <p>The interest shall be charged at comparative weighted average cost of group's unsecured loan taken from unrelated parties or weighted average cost of the borrowing of the Company + 0.05 paisa, whichever is higher.</p>
c.	Tenure of the transaction	Loan shall be repayable on demand
d.	Value of Transaction	As mentioned in point b above
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for an RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	<p>Value of arrangement as a percentage of consolidated turnover of the Company as per the audited financials for FY 2024-25: 9%</p> <p>Value of arrangement as a Percentage of standalone turnover of AREPL as per the audited financials for FY 2024-25: 33.12%</p>
2.	Justification for transaction	<p>Agile Real Estate Private Limited ("<b>AREPL</b>"), the step-down subsidiary of the Company, wherein the Company holds 83.33% stake, is in the business of real estate developments and require loan from the Company for its principal business activities. Currently, AREPL owns a land parcel in Kolshet Road, Thane, and is developing a big township in the name of Kalpataru Parkcity, which has total development potential of 15 million square feet. AREPL has already developed and handed over one project namely "Kalpataru Sunrise" and two more projects are under development namely "Kalpataru Immensa" and "Kalpataru Eternia" in the Kalpataru Parkcity. AREPL require funds from time to time for execution of the project and repayment of existing borrowings from banks/financial institutions.</p> <p>As a holding Company, the Company intends to support AREPL for the purpose of its principal business activities, by way of granting loans.</p>

Sr. No.	Description	Details
3.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>a. details of the source of funds in connection with the proposed transaction;</p> <p>b. where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments;</p> <p>c. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;</p> <p>d. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT;</p> <p>e. Justification as to why the RPT is in the interest of the listed entity;</p> <p>f. A copy of the valuation or other external party report if any such report has been relied upon;</p> <p>g. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;</p>	<p>Own funds</p> <p>Not Applicable</p> <p>As given above.</p> <p>As given above.</p> <p>As given above.</p> <p>Not Applicable.</p> <p>As given above.</p>
4.	Any other information that may be relevant	All important information forms part of the statement setting out material facts of the proposed RPT.

The Member's approval sought for the aforesaid Material Related Party transaction.

None of the Directors and KMPs and/ or their relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out in Item No. 5 of the accompanying Notice, except Mr. Mofatraj P. Munot and Mr. Parag M. Munot, who are interested in their capacity as Promoters and Members of the Company.

Members may note that in terms of the provisions of the Listing Regulations, the Related Parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 5.

Based on the review and approval of Independent Directors in the Audit Committee, the Board of Directors commends the Ordinary resolution contained in Item No. 5 to the Members for their approval.

**By order of the Board of Directors**

**Abhishek Thareja**  
**Company Secretary & Compliance Officer**

Place: Mumbai  
Date: September 02, 2025

**Information pursuant to the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India with respect to appointment or re-appointment of Directors**

<b>Name of the Director</b>	<b>Mr. Mofatraj P. Munot</b>
Category	Non-Executive Director (Chairman)
DIN	00046905
DOB/ Age	October 4, 1944 (80 years)
Nationality	Indian
Date of first appointment on the Board	December 28, 1988
Brief resume/ Qualification/ Expertise in specific functional area/Experience	<p><b>Mr. Mofatraj P. Munot</b> is the Non-Executive Chairman of our Company. He completed matriculation from Sardar Senior Secondary School, Jodhpur. He has been associated with our Company since incorporation. He is the ex-President of the Maharashtra Chamber of Housing Industry. He has been awarded the "the lifetime achievement award" each at the 22nd Construction World Global Awards 2024, CREDAI - MCHI Golden Pillars Real Estate Awards 2023 and 10th Realty Plus Excellence Awards 2018. He is primarily responsible for all strategic initiatives and guides the management on critical issues pertaining to our Company. He has over 55 years of experience in the real estate business, property development, civil contracting and various other industries.</p>
Terms and conditions of appointment	<p>Mr. Mofatraj P. Munot is re-appointed as a Non-Executive Director liable to retire by rotation.</p> <p>Terms of appointment -</p> <p>The Company will provide and maintain Chairman's office with support staff and facilities at its expense, to facilitate Chairman in discharge of his duties and bear/ reimburse the expenses incurred for/by him, in performance of his duties.</p> <p>Chairman shall be entitled to membership of 2 clubs/ organization for which admission fees, annual fees and expenses shall be paid by the Company.</p> <p>Chairman shall be provided 2 Company cars with chauffeur for official duties, printers, fax, internet and telephone connection at residence and providing mobile phone instruments and pay for usage bills (including payment for local calls and long distance official calls) by the Company.</p> <p>Chairman shall be entitled to all travelling, boarding, lodging and all other incidental expenses, incurred in connection with and for the business of Company, in India or abroad. Further, an attendant from family or support staff would always accompany Chairman and travel along with him. The Company would reimburse/ provide for travel, boarding, lodging and other incidental expenses for such attendant as well.</p> <p>Chairman shall be entitled to all medical expenses for treatment in India or abroad, including medicines, hospitalisation, insurance premium and incidental costs.</p> <p>Chairman will be entitled to a Sitting Fees for attending Board and Board Committee meetings.</p> <p><b>Commission:</b></p> <p>The Chairman shall also be entitled to Commission (plus applicable Goods and Services Tax, if any) as percentage of profit, computed under Section 198 of the Companies Act, 2013, as may be decided by the Board within overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V thereto and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, subject to requisite approvals in this regard.</p>
Last drawn remuneration	<p>₹ 8 Lakhs</p> <p>towards sitting fees paid for attending meetings of the Board and Board Committees during the period under review.</p>

Other Listed Companies in which he/she is a Director	Kalpataru Projects International Limited
Chairperson/Membership of the Committee(s) of Board of Directors of the Company.	Chairman Stakeholders Relationship Committee – Kalpataru Limited  Member CSR Committee – Kalpataru Limited Nomination and Remuneration Committee – Kalpataru Limited
Chairperson/Membership of the Committee(s) of Board of Directors of other Listed Entities in which he is a Director.	Member Audit Committee - Kalpataru Projects International Limited CSR Committee - Kalpataru Projects International Limited
Number of shares held in the Company.	36,309,000
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Father of Mr. Parag M. Munot – Managing Director of the Company
Listed entities from which Director has resigned in the past three years	Nil

**By order of the Board of Directors**

**Abhishek Thareja**  
**Company Secretary & Compliance Officer**

Place: Mumbai  
Date: September 02, 2025