

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-eighth Annual General Meeting of Kalpataru Limited will be held on **Monday, August 03, 2026 at 04:00 P.M.** (IST) through Video Conferencing ("VC") / Other Audio-Visual Means facility ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Consideration and Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. Consideration and Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2026, and the report of Auditors thereon

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

3. Re-appointment of Mr. Narendra Kumar Lodha (DIN: 00318630), as a Director liable to retire by rotation

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

"RESOLVED THAT Mr. Narendra Kumar Lodha (DIN: 00318630) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. Ratification of remuneration payable to Cost Auditor of the Company for FY 2026-27

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

and the Companies (Cost Records and Audit) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the remuneration payable to Messrs. V. B. Prabhudesai & Co., Cost Accountants (Firm Registration No. 100139), who were appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee, to audit the cost records of the Company for the financial year ending March 31, 2027, amounting to ₹ 1,75,000 (Rupees One Lakh Seventy-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit, be and is hereby ratified;

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

5. Appointment of Messrs. Rathi & Associates as the Secretarial Auditors of the Company

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 any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the recommendation of the Audit Committee and Board of Directors of the Company, Messrs. Rathi & Associates, Peer Reviewed Firm of Company Secretaries (ICSI Firm Registration No. P1988MH011900), be and are hereby appointed as the Secretarial Auditors of the Company for a first term of 5 (Five) consecutive years commencing from FY 2026-27 till FY 2030-31 on such terms & conditions including remuneration, as may be determined by the Board of Directors (including its Committee thereof as may be authorised in this regard);

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and are hereby authorised to decide and finalize the terms and conditions of appointment, including the remuneration of the Secretarial Auditors, from time to time, and to do

all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable for the purpose of giving effect to this Resolution and with power to the Board to settle all questions, difficulties or doubts that may arise in respect of the implementation of this Resolution.”

6. Approval for Payment of Commission/ Remuneration to Independent Directors

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto, Regulation 17(6)(a) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and in accordance with the Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for payment of commission/remuneration with an overall limit not exceeding ₹ 2,00,00,000 (Rupees Two Crores) per annum to the Independent Directors of the Company, collectively, in such proportion and manner as may be decided by the Board of Directors, notwithstanding that the Company may have no profits or inadequate profits in any financial year, for a period of three financial years commencing from FY 2025-26;

RESOLVED FURTHER THAT the aforesaid commission/remuneration shall be in addition to sitting fees, reimbursement of expenses for participation in the meetings of the Board and committees thereof and any other permissible payments as may be allowed under applicable law;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

7. Approval for Sale, Disposal and/or Leasing of Assets of Kalpataru Properties Limited (“KPL”), a Material Subsidiary of the Company, exceeding 20% of its assets on an aggregate basis during a financial year

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

“RESOLVED THAT pursuant to the provisions of Regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and other applicable laws, rules, regulations and guidelines for the time being in force, including the applicable provisions of the Companies Act, 2013 (**“Act”**) and the rules framed thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such approvals, permissions, sanctions and consents as may be necessary from appropriate statutory, regulatory or other authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (**“Board”**) (which term shall be deemed to include any Committee thereof) and/or the Board of Directors of Kalpataru Properties Limited (‘formerly known as Kalpataru Properties Private Limited’) (**“KPL”**), a material subsidiary of the Company to undertake, directly or indirectly, by way of sale, transfer, lease, assignment, hiving off, slump sale, disposal or any other mode of divestment, and/or by way of creation of pledge, charge, hypothecation, mortgage, lien, security interest or any other encumbrance over the assets of KPL (including any subsequent transfer, disposal or realization thereof pursuant to the enforcement or invocation of such security or encumbrance), in relation to the secured, rated, listed, redeemable, Non-Convertible Debentures aggregating up to ₹ 1,750 Crore (Rupees One Thousand Seven Hundred and Fifty Crore only) proposed to be issued by KPL together with all interest, additional interest, premium, fees, costs, expenses, charges and other monies payable in respect thereof, and/or any other borrowings, financial indebtedness, obligations, liabilities or credit facilities availed or proposed to be availed by KPL, where the aggregate value of such sale, lease, disposal, divestment and/or encumbrance transactions exceeds twenty percent (20%) of the total assets of KPL during a financial year, whether in one or more tranches, in favour of any investor(s), lender(s), financial institution(s), debenture holder(s), debenture trustee(s), security trustee(s), purchaser(s), acquirer(s) or any other person(s), on such terms and conditions, including the timing, manner, consideration and extent of creation and enforcement of security or encumbrance, as may be determined by the Board and/or the Board of KPL in their absolute discretion and as may be considered necessary, expedient or in the best interests of KPL and/or the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any of the committee thereof as may be delegated by the Board from time to time and/or the Board of KPL, be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary or incidental thereto and to settle, approve, ratify and finalize all issues, questions, difficulty or doubt that may arise in this regard, without further referring to and/or requiring any further consent from the members, including without limitation, settle, negotiate, finalize, sign and execute any deed(s) of assignment / transfer, documents, undertakings, agreements, papers,

writings, memoranda and/or such other document(s) as may be required in this regard at their own discretion and to file applications, make representations, seek approvals and consents as may be necessary or expedient in this regard and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company and/or of KPL, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary;

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

8. Approval of Material Related Party Transaction involving provision of Shortfall Undertaking by Mr. Parag M. Munot, Managing Director and Promoter of the Company in connection with the term loan facilities availed by the Company

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

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc) and 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Memorandum and Articles of Association of the Company, the Policy on Related Party Transactions of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof), consent of the members be and is hereby accorded for entering into and/or continuing the material related party transaction between the Company and Mr. Parag M. Munot, Managing Director and Promoter of the Company, in relation to the provision of a shortfall undertaking by Mr. Parag M. Munot in favour of Standard Chartered Bank in connection with the term loan facilities availed by the Company, for an amount not exceeding ₹ 395,00,00,000 (Rupees Three Hundred Ninety-Five Crores only), individually or taken together with previous transactions, on such terms and conditions as set out in the Explanatory Statement annexed hereto, which shall be deemed to form part of this Resolution;

RESOLVED FURTHER THAT the Board of the Company be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), agreement(s) and such other documents as may be

required, seeking all necessary approvals to give effect to this Resolution, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

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

9. Approval of Material Related Party Transaction involving provision of Personal Guarantee by Mr. Parag M. Munot, Managing Director and Promoter of the Company, in connection with the financial facilities proposed to be availed by Kalpataru Properties Limited (“KPL”), a wholly owned subsidiary of the Company

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc), 23(4) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”), the applicable provisions of the Companies Act, 2013 (“**Act**”) read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the Memorandum and Articles of Association of the Company, the Policy on Related Party Transactions of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee thereof), consent of the members be and is hereby accorded for entering into and/or continuing the material related party transaction(s), whether by way of an individual transaction or a series of related transactions, involving the provision of a personal guarantee by Mr. Parag M. Munot, Managing Director and Promoter of the Company, in favour of investors, lenders, debenture holders, security trustees, security agents and/or such other persons as may be required, in connection with the financial facilities proposed to be availed by Kalpataru Properties Limited (‘formerly known as Kalpataru Properties Private Limited’), a wholly owned subsidiary of the Company, including through the issuance of secured, rated, listed, redeemable, Non-Convertible Debentures aggregating up to ₹ 1,750,00,00,000 (Rupees One Thousand Seven Hundred and Fifty Crores only), on such terms and conditions as set out in the Explanatory

Statement annexed hereto, which shall be deemed to form part of this Resolution;

RESOLVED FURTHER THAT the Board of the Company be authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions with regard to the powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the

end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

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

By order of the Board of Directors

Gajendra Mewara

Company Secretary
Membership No. A22941

Date : May 12, 2026

Place : Mumbai

Registered Office:

91, Kalpataru Synergy, Opposite Grand Hyatt,
Santacruz (E), Mumbai 400 055.

E-mail: Investor.cs@kalpataru.com

Website: www.kalpataru.com

Tel No.: +91 22 3064 5000

NOTES:

- A. An Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto and forms part of this Notice. Further, additional information as required under Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), is annexed hereto.
- B. The Ministry of Corporate Affairs ('MCA') vide its General Circular dated September 22, 2025 read together with the previous 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, September 25, 2023 and September 19, 2024 issued by MCA in this regard (collectively referred to as 'MCA Circulars') permitted convening the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or Other Audio Visual Means ('OAVM'), without the physical presence of the members at common venue. In compliance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ('the Act') read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 38th AGM of the Company is being held through VC/OVAM on Monday, August 3, 2026 at 04:00 p.m. (IST). The deemed venue for the AGM shall be the registered office of the Company.
- C. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Pursuant to the above-mentioned MCA Circulars, physical attendance of the members has been dispensed with and attendance of the members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
- D. Since this 38th AGM is being held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- E. MUFG Intime India Private Limited, (formerly known as Link Intime India Private Limited) Registrar & Transfer Agent of the Company, ('MUFG Intime') shall be providing facility for voting through remote e-voting prior to AGM, participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in this Notice.
- F. Corporate/Institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or through e-voting during the 38th AGM. Corporate/Institutional members intending to authorize their representatives to participate and vote at the Meeting are requested to send a legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s) to the Scrutiniser at e-mail ID yogeshsinghvi@yahoo.co.in with a copy marked to the Company at Investor.cs@kalpataru.com, authorising its representative(s) to attend and vote through VC/ OAVM on their behalf at the Meeting.
- G. Members are permitted to join the 38th AGM through VC/OAVM, 30 minutes before the scheduled time of commencement of the Meeting and during the Meeting, by following the procedure mentioned in this Notice. The facility of participation at the 38th AGM through VC/OAVM will be made available to members on a first-come-first-serve-basis. This restriction of first-come-first-serve-basis will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 38th AGM without any restrictions pertaining to joining the Meeting on a first-come-first-serve-basis. Institutional Investors who are members of the Company, are encouraged to attend and vote at the 38th AGM.
- H. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, a certificate from the Company's Secretarial Auditor certifying that the Company's ESOP Schemes have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the relevant documents referred to in this Notice of AGM will be available electronically for inspection by the members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this notice up to the date of AGM, i.e. Monday, August 3, 2026 and also during the AGM. Members seeking to inspect such documents can send an email to Investor.cs@kalpataru.com mentioning his / her / its folio number / DP ID and Client ID.
- I. Members seeking any information with regard to the accounts or any matter to be considered at the AGM, are requested to write to the Company on or before Monday, July 27, 2026, by sending e-mail on Investor.cs@kalpataru.com. The same will be replied by the Company suitably.
- J. The information required to be provided under the Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standards on General Meetings, as applicable regarding the Directors who are proposed to be appointed/ re-appointed/payment of remuneration, (Item Nos. 3 and 6) are annexed hereto.

- K. The Company's Registrar and Transfer Agents for its Share Registry Work are MUFG Intime having their office premises situated at C 101, 1st Floor, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT

- L. In compliance with the MCA Circulars and Regulation 36(1) (a) of the SEBI Listing Regulations, the Notice of the AGM along with the Annual Report for FY 2025-26 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ MUFG Intime / Depository Participant(s) / Depositories. Further, in compliance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the FY 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company/ MUFG Intime / Depository Participant(s) / Depositories.

The Company shall send a physical copy of the Annual Report of FY 2025-26 to those members who request the same at Investor.cs@kalpataru.com mentioning their Folio No. / DP ID and Client ID. The Notice convening the AGM along with the Annual Report has been uploaded on the website of the Company at www.kalpataru.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the MUFG Intime's website at <https://in.mpms.mufg.com>.

- M. For receiving all communication (including Annual Report) from the Company electronically, members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant. National Securities Depository Limited (NSDL) has provided a facility for registration / updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login>

MANDATORY UPDATION OF PAN, KYC, NOMINATION AND BANK DETAILS BY MEMBERS

- N. Members 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. for shares held in dematerialised mode 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

SCRUTINISER FOR E-VOTING

- O. The Company has appointed Mr. Yogesh Singhvi (Membership No. ACS 16471, CP No. 8770), Practicing Company Secretary, a peer reviewed Company Secretary to act as the Scrutiniser to scrutinise the entire e-voting process i.e. remote e-voting prior to and e-voting during the 38th AGM in a fair and transparent manner.

VOTING THROUGH ELECTRONIC MEANS

- P. In compliance with the provisions of Section 108 of the Act, and Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide members holding shares either in physical form or in dematerialised form, the facility to exercise their right to vote on the resolutions set forth in the Notice by electronic means and the business may be transacted through e-voting services provided by MUFG Intime.

Members of the Company holding shares either in electronic form as on the cut-off date i.e. Monday, July 27, 2026 may cast their vote by remote e-voting. The remote e-Voting period commences on Thursday, July 30, 2026 at 09:00 A.M. (IST) and ends on Sunday, August 02, 2026 at 05:00 P.M. (IST). The remote e-Voting module shall be disabled by MUFG Intime for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the 38th AGM and members participating at the 38th AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote during such proceedings.

The voting rights of members shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on Monday, July 27, 2026 being the cut-off date. Members are eligible to cast vote only if they are holding shares as on that date. A person who is not a Member as on Monday, July 27, 2026 should treat this Notice for information purposes only.

Pursuant to SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, on "e-voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are

advised to update their mobile number and email ID in their demat accounts to access e-Voting facility.

In case of joint holders participating at the AGM together, only such joint holder whose name appears higher in the order of names will be entitled to vote.

- Q. 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 latest by 5 p.m. on Thursday, July 30, 2026. 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.
- R. A person, whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- S. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Monday, July 27, 2026 may obtain the User ID and Password in the manner mentioned below:

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

The remote e-voting period begins on Thursday, July 30, 2026 at 09:00 A.M. and ends on Sunday, August 02, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by MUFG InTime 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, July 27, 2026, 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, July 27, 2026.

In terms of SEBI Master Circular No. HO/49/14/14[7]2025-CFD-POD2/1/3762/2026 dated January 30, 2026, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password.

- e) Follow steps given above in points (a-d).

Shareholders/ members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/ Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/> Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to

InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> [https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.](https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration/)
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
- Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' – Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' – Enter your 10-digit PAN.
 - 4) 'Power of Attorney' – Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on “Votes Entry” tab under the Menu section.
- Enter the “Event No.” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- Enter “16-digit Demat Account No.”.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will see “Notification for e-voting”.
- Select “View” icon for “Company’s Name / Event number”.
- E-voting page will appear.
- Download sample vote file from “Download Sample Vote File” tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., **NSDL** and **CDSL**.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.

- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Login method for shareholders to attend the Annual General Meeting through InstaMeet:

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- Select the “Company Name” and register with your following details:
- Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

- Click “Go to Meeting”.

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the Annual General Meeting through InstaMeet:

- Shareholders who would like to speak during the meeting must register their request with the company.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on link “Cast your vote”.
- Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- Click on ‘Submit’.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.
- Shareholders/ members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

E-VOTING RESULT

Mr. Yogesh Singhvi, a Practicing Company Secretary (Membership No. A 16471 and COP No. 8770), 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 or Managing Director of the Company or any person authorised by them. The results of e-voting will be announced on or before Wednesday, August 05, 2026 and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company at 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.

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. 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. 3

The members at their meeting held on August 3, 2024 approved the appointment of Mr. Narendra Kumar Lodha, as an Executive Director, liable to retire by rotation. Mr. Narendra Kumar Lodha is liable to retire by rotation at this Annual General Meeting of the Company, being the longest one in the office and being eligible, has offered himself for re-appointment.

Mr. Narendra Kumar Lodha is the Executive Director of Kalpataru Limited and has been associated with the Kalpataru Group since 1988. With more than three decades of experience in the real estate industry, he has played an important role in supporting the Group's growth and expansion across key real estate markets in India.

Over the years, Mr. Lodha has developed deep expertise in business development, and strategic project initiatives. In his current role, he is responsible for driving the Company's business development initiatives, while contributing to the identification of new growth opportunities and strategic partnerships.

His extensive industry experience, combined with his long-standing association with the Kalpataru Group, enables him to provide valuable strategic perspective in advancing the Company's long-term growth and strengthening its position in the real estate sector.

The Brief profile of Mr. Narendra Kumar Lodha, the nature of his expertise, the names of listed entities in which he holds directorships/ memberships of Committees of Board, and details of his shareholding in the Company and other requisite information is annexed to the Statement.

Mr. Narendra Kumar Lodha is interested in the resolution set out at Item No. 3 of the Notice, with regard to his re-appointment. Relatives of Mr. Lodha may also be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The details of Mr. Narendra Kumar Lodha as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed as **Annexure I** to this Notice.

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 recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the members.

ITEM NO. 4

The Board of Directors of the Company at their meeting held on May 12, 2026, based on the recommendation of the Audit Committee, appointed Messrs. V. B. Prabhudesai & Co., Cost Accountants (Firm Registration No. 100139), as the Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company for the financial year ending March 31, 2027, at a remuneration not exceeding ₹ 1,75,000/- (Rupees One Lakh Seventy-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals, if any, incurred in connection with the audit. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) (collectively referred to as 'the Cost Audit Rules'), maintenance of cost records and audit thereof, is applicable in respect of construction industry. The overall remuneration proposed to be paid to the Cost Auditors for the financial year ended March 31, 2027 is commensurate to the scope of the audit to be carried out by the Cost Auditors. Messrs. V. B. Prabhudesai & Co., were also the Cost Auditor of the Company for the FY 2025-26.

V. B. Prabhudesai & Co. have confirmed that they hold a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959 and are free from any disqualifications specified under the provisions of the Act.

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, 2027 by passing an 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 recommends the Ordinary Resolution set out at Item No. 4 of this Notice for ratification by the members.

ITEM NO. 5

The members of the Company, at the Annual General Meeting held on September 29, 2025 approved the appointment of Mr. Yogesh Singhvi, a peer reviewed Practicing Company Secretary (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 FY 2025-26 to FY 2029-30.

Subsequently, Mr. Yogesh Singhvi has expressed his inability to continue as Secretarial Auditor of the Company due to pre-occupation and has tendered his resignation with effect from close of business hours of May 12, 2026.

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), requires every listed entity to undertake secretarial audit by a secretarial auditor who shall be a peer reviewed company secretary and shall annex a secretarial audit report with the annual report of the listed entity. As per Regulation 24A of the SEBI Listing Regulations, on the basis of recommendation of board of directors, a listed entity shall appoint/ re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

Further, the Secretarial Auditor proposed to be appointed/ reappointed must fulfil the eligibility and qualifications as prescribed under the Companies Act, 2013, SEBI Listing Regulations, the Company Secretaries Act, 1980, guidance note issued by Institute of Company Secretaries of India and the rules or regulations made thereunder and shall not have incurred any of the disqualifications as specified by the Securities and Exchange Board of India ("**SEBI**").

Accordingly, the Board of Directors, at its meeting held on May 12, 2026, has, considering the experience and expertise and on the recommendation of the Audit Committee, approved and recommended to the members, appointment of Messrs. Rath & Associates, Company Secretaries, a Peer Reviewed Firm (Firm Registration Number: P1988MH011900), as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from FY 2026-27 to FY 2030-31, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

Brief Profile of Messrs. Rath & Associates, Company Secretaries

Rath & Associates, Company Secretaries, a Peer Reviewed Firm (Unique Identification No. P1988MH011900, Peer Review No. 6391/2025), established in 1988, having track record of more than three decades in catering to corporate secretarial of Listed Companies, closely held Public and Private Companies, NBFCs, JV Companies, Multinational Companies and Foreign Companies.

The Firm is managed by three partners having expertise in the fields of Corporate Secretarial services, Audits and Due Diligence of statutory compliances and Corporate Governance measures, listing of securities and compliances under SEBI Listing Regulations, National Company Law Tribunal (NCLT) matters and client representations, Mergers / Demergers

/ Amalgamations / Reduction of Capital and Winding up / Closure of Companies.

Eligibility

Rath & Associates have consented to the said appointment and have confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have also provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. Further, they have confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder, and the SEBI Listing Regulations read with SEBI Master Circular dated January 30, 2026.

Terms of the Appointment

Subject to approval of the members of the Company at this Annual General Meeting, it is proposed to appoint Rath & Associates for a term of five (5) consecutive years, commencing from FY 2026-27 till FY 2030-31. The proposed remuneration payable to Rath & Associates for conducting the Secretarial Audit for the FY 2026-27 shall not exceed ₹ 3,50,000/- (Rupees Three Lacs Fifty Thousand Only) (excluding applicable taxes and out of pocket expenses). The said proposed remuneration shall be in addition to out of pocket expenses and subject to taxes as applicable. The remuneration proposed to be paid to the Secretarial Auditor for the FY 2027-28 till the FY 2030-31 will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, which will commensurate with the scope of work and other requirements as mutually agreed.

There is no material change in the proposed remuneration payable to Rath & Associates.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with Rath & Associates, and will be subject to approval by the Board of Directors and the Audit Committee. The Company may also obtain the Annual Secretarial Compliance Report, such statutory certifications and other professional services and engage with them on the other services which are not prohibited by SEBI or any other authority, subject to approval by the Audit Committee and Board of Directors of the Company.

Basis of Recommendation

While recommending Rath & Associates for appointment as a Secretarial Auditors of the Company, the Audit Committee and the Board of Directors evaluated various factors, including fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them, independent assessment & expertise of the Partners in providing Secretarial audit related

services, capability of audit team, competency of the staff. Rath & Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Accordingly, based on the above factors, the Audit Committee and the Board of Directors have approved & recommended the appointment of Rath & Associates as a Secretarial Auditors of the Company.

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. 5 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM NO. 6

Members of the Company at their Extra Ordinary General Meeting held on August 3, 2024 had approved the payment and distribution of such sum by way of commission or otherwise to the Non-executive Directors (Including Independent Directors) of the Company for a period of 3 years applicable from FY 2024-25, not exceeding 1% of the net profit of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and payable in such form and manner as the Board of Directors of the Company may from time to time determine. The said remuneration was in addition to the sitting fees and re-imbursement of expenses for attending the Meetings of the Board of Directors and Committees thereof.

Pursuant to provisions of Section 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act, the Company may pay remuneration in form of Commission to Directors in case of no profits or inadequacy of profits during any financial year, subject to approval from the Shareholders of the Company.

Further, Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members.

As the Company operates in Real Estate Sector, revenue is recognised from sale of residential units on receipt of Occupation Certificate/handover of control to customer in terms of the IND-AS 15 (Revenue from Contracts with Customers) which results in reporting accounting losses or inadequate profits, despite strong underlying business performance till receipt of Occupational Certificate/handover of control to customer.

Further, in the case of the Company, several real estate projects are being undertaken through subsidiaries and joint venture entities. Accordingly, while the consolidated financial

statements reflect operational scale, project progress and profitability at the group level, there may be financial years in which the Company may report no profits or inadequate profits on a standalone basis.

Given the large group structure and operations of the Company and its subsidiaries, the Independent Directors of the Company devote substantial time and attention in overseeing the governance framework of the Company and its subsidiaries, reviewing strategic and operational matters, risk management, related party transactions, regulatory compliances, financial controls and stakeholder protection mechanisms across the group. The Company's Independent Directors are professionals with high level of expertise and rich experience in functional areas such as business strategy, financial management and corporate governance. The Board believes that the guidance, expertise and continued engagement of the Independent Directors remain critical for the Company considering the scale and complexity of the business operations undertaken through various subsidiaries and project entities.

In recognition of the valuable contributions made by the Independent Directors of the Company, through their time commitment, guidance, and effective oversight, as well as their meaningful participation in the Board's deliberations and decision-making processes, the Board of Directors upon the recommendation and approval of Nomination and Remuneration Committee in its meeting held on May 12, 2026 and pursuant to the provisions of Companies Act, 2013 read with schedule V and subject to approval of members, approved the remuneration framework in the form of commission to Non-Executive Independent Directors of the Company (forming a part of the Board, whether at the time of passing this resolution or in future until the validity of this resolution) in years where the Company reports no profits or inadequate profits on a standalone basis.

Accordingly, the approval of members is being sought under Section 197 and Schedule V of the Act for payment of commission/remuneration to the Independent Directors upto an aggregate limit of ₹ 2 crore per FY, for a period of three years commencing from the FY 2025-26, in the event the Company has no profits or inadequate profits provided that the commission/remuneration payable shall be in terms of the provisions prescribed under Schedule V of the Act.

The commission/remuneration shall be distributed amongst the Independent Directors in such manner and proportion as may be determined by the Committee and the Board of Directors from time to time.

The proposed commission/remuneration is commensurate with qualifications, experience, remuneration levels in the industry and the responsibilities associated with Independent Directors of the Company.

The Company is not in default in payment of dues to any bank or public financial institution or non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed resolution.

The information as required under Section II or Part II of Schedule V of the Act is given below:

I. General Information:

a) Nature of Industry:

Kalpataru Limited is an integrated real estate development company with over 83 completed projects aggregating to more than 23.3 Million Square Feet (MSF) of Developable Area and 31 Ongoing and Forthcoming projects spread over ~43.3 MSF across Mumbai, Thane, Panvel, Lonavala, Pune, Nagpur, Noida and Hyderabad. Specializing in luxury, premium, and mid-income residential, commercial, and retail developments, it manages all aspects of real estate development, from land acquisition to design, construction, and sales.

b) Date of commencement of services:

The Company is in operation since 1988.

c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

d) Financial performance based on given indicators:

(₹ In crores)

Particulars (Standalone)	FY 2025-26	FY 2024-25
Total Revenue*	372.21	536.59
Profit Before Taxes	(28.16)	41.44
Profit After Taxes	(16.23)	23.25
Basic EPS	(0.82)	1.66
Diluted EPS	(0.82)	1.66

* Including other income

e) Foreign investments or collaborations, if any:

Except for equity shares of the Company held by Non-resident shareholders, there is no foreign investment or collaboration.

II. Information about Appointee:

a) Background details:

Payment of commission to Independent Directors have been proposed for approval of the members for each of the three financial years commencing from the FY 2025 - 26. The details of the present Independent Directors are available on the website of the company at <https://www.kalpataru.com/leadership-team>.

b) Past Remuneration:

Remuneration in the form of commission was not provided to any Non-Executive Independent Directors during the previous years except only Sitting Fees and reimbursement of other expenses, if any for attending the meetings.

c) Recognition or Awards:

Not Applicable

d) Job profile and its suitability:

The Independent Directors are expected to perform their duties, whether statutory or fiduciary, faithfully, efficiently, and diligently to a standard that commensurate functions of his/ her role, knowledge, skills and experience. The Independent Directors of the Company are highly experienced professionals who have specialized knowledge and skills to guide the Company on finance, legal, corporate governance and other relevant indicators for business enhancement.

e) Remuneration proposed:

The details are mentioned in the Resolution in item No. 6 of this Notice.

f) Other Terms and Conditions:

The Independent Directors are not liable to retire by rotation.

g) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

The proposed commission is commensurate with qualifications, experience, remuneration levels in the industry and the responsibilities associated with Independent Directors of the Company.

h) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Besides the commission, sitting fee and reimbursement of expenses for attending the meetings of the Board and/or other meetings, there are no other pecuniary relationships of Independent Directors with the Company or with any other managerial personnel.

III. Other Information:

a) Reasons of loss or inadequate profits:

As the Company operates in Real Estate Sector, revenue is recognised from sale of residential units on receipt of Occupation Certificate/handover of control to customer in terms of the IND-AS 15 (Revenue from Contracts with Customers) which results in reporting accounting losses or inadequate profits, despite strong underlying business performance till receipt of Occupational Certificate/handover of control to customer.

b) Steps taken or proposed to be taken for improvement:

The Company continues to focus on timely execution and completion of its ongoing real estate projects, efficient cost management and strengthening of operational efficiencies. Several projects being undertaken by the Company are at advanced stages of development and are expected to achieve key construction and regulatory milestones, including receipt of Occupation Certificates and handover to customers, which would enable recognition of revenue in accordance with IND-AS 15.

c) Expected increase in productivity and profits in measurable terms

The Company is also taking various measures to improve its financial performance, including monetisation of inventory, optimisation of project financing costs and disciplined cash flow management across projects. These measures are expected to strengthen profitability and improve return ratios over the medium to long term.

The management remains confident that the underlying business fundamentals, strong project pipeline, established brand presence and expected revenue recognition from ongoing and upcoming projects would contribute towards improvement in the financial performance of the Company in the ensuing years.

IV. DISCLOSURES

All the relevant information required to be disclosed in the Board of Directors' Report have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

Brief profile(s) of the Non-Executive Independent Directors and disclosure(s) / information under the Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India are set out in **Annexure I** to the AGM Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the members.

Except Independent Directors, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise,

except to the extent of their shareholding in the Company, if any, in the resolution set out at Item No. 6.

ITEM NO. 7

Kalpataru Properties Limited ("KPL") is a material subsidiary of the Company within the meaning of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations").

Pursuant to Regulation 24(6) of the SEBI Listing Regulations, a listed entity is required to obtain prior approval of its shareholders by way of a Special Resolution for selling, disposing of and/or leasing assets amounting to more than twenty percent (20%) of the assets of a material subsidiary on an aggregate basis during a financial year.

KPL has approved the issuance of secured, rated, listed, redeemable, Non-Convertible Debentures ("NCDs") aggregating up to ₹ 1,750 Crore (Rupees One Thousand Seven Hundred and Fifty Crore only), *inter alia*, for (i) refinancing, in full or in part, its existing indebtedness, (ii) funding costs and expenses in relation to the development of its existing projects, including Kalpataru Azuro at Malabar Hill, Mumbai and Kalpataru One at Worli, Mumbai, and/or such other projects being developed or proposed to be developed by KPL, and (iii) general corporate purposes and other permitted end uses.

The obligations of KPL in respect of the NCDs, including the principal amount, interest, premium, fees, costs, charges and all other monies payable thereunder, are proposed to be secured, *inter alia*, by way of (i) mortgage, hypothecation, charge and/or other security interest over assets of KPL (ii) Issue of corporate guarantees from Kalpataru Gardens Limited, holding Company and Kalpataru Limited, ultimate holding company, and (iii) personal guarantee by Mr. Parag M. Munot, Managing Director and Promoter of Kalpataru Limited, Ultimate Holding Company subject to the terms agreed with the lenders, debenture holders and/or debenture trustee(s).

The creation of such security interests over the assets of KPL and any subsequent enforcement, invocation, realization or disposal thereof may, in certain circumstances, result in the sale, disposal or transfer of assets of KPL exceeding twenty percent (20%) of its total assets on an aggregate basis during a financial year. Further, KPL may, from time to time, create similar security interests in connection with its existing and future borrowings, financial indebtedness or credit facilities in the ordinary course of business.

Accordingly, in order to ensure compliance with Regulation 24(6) of the SEBI Listing Regulations, facilitate the proposed financing arrangements of KPL and provide operational flexibility for future financing requirements, the approval of the members is being sought by way of an enabling Special Resolution under Item No. 7 of the accompanying Notice, authorising KPL to undertake transactions involving the sale, disposal, lease, transfer or encumbrance of its assets, including creation and enforcement of security interests, where the aggregate value

of such transactions exceeds twenty percent (20%) of the total assets of KPL during a financial year.

The Board of Directors is of the view that the proposed resolution is in the best interests of the Company and its stakeholders and recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company and/or its subsidiaries.

ITEM NO. 8

Background, rationale and Justification

The Company is re-developing its residential projects namely '**Kalpataru Advay**', a ~6 acre project in Borivali (West), Mumbai with developer sale carpet area of ~424,000 sq. ft comprising of 331 units and '**Kalpataru Amare**', a ~0.5 acre project in Juhu, Mumbai with developer sale area of 102,415 sq. ft comprising of 64 units. To fund these projects, the Company had approached Standard Chartered Bank ("**Bank**") for term loan of ₹ 210 crores (Rupees Two Hundred Crores only) for '**Kalpataru Advay**' and ₹ 185 Crores (Rupees One Hundred Eighty-Five Crores only) for '**Kalpataru Amare**'; and to secure this term loan facilities, the Bank requires, *inter alia*, shortfall undertaking" from Mr. Parag M. Munot – Promoter and Managing Director of the Company.

The shortfall undertaking is intended to support the Company's obligations under the term loan facilities and to enable the Company to avail the term loans on commercially acceptable terms.

As per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a related party transaction includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

In terms of Regulation 23 of the SEBI Listing Regulations, material related party transactions require prior approval of the Members by way of Ordinary Resolution, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the SEBI Listing Regulations read with Schedule XII thereto, considering that the consolidated turnover of the Company for the FY 2025-26 is 3435.62 crore, a related party transaction is considered 'material' if the related party transaction(s) to be entered into individually or taken together

with previous transactions during the FY 2026-27 exceeds 343.56 crore, being 10% of the annual consolidated turnover of the Company.

The Company has a well-defined governance process for the related party transactions undertaken by the Company and its subsidiaries. These transactions are independently reviewed by a reputed, independent accounting firm for arm's length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Financing is integral to the Company's business and is a routine and recurring activity necessary for carrying on its business. Further Banks commonly require Shortfall undertakings for project loans, particularly in the real estate sector and hence furnishing such undertaking is an accepted financing arrangement in the industry. Any promoter of a similarly situated borrower would be expected to provide equivalent support.

The proposed transaction is in the interest of the Company, as the objective of the transaction is not to confer a benefit on the promoter but to enable the Company to obtain financing for the aforesaid Projects.

Accordingly, the proposed transaction is in the ordinary course of business and on an arm's length basis.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated 30th January, 2026 ("**SEBI Master Circular**"). The Standards *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The detailed disclosures as per the SEBI Listing Regulations, RPT Policy of the Company, RPT Industry Standards read with SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations, are given in the table below:

Minimum Information in accordance with RPT Industry Standards to be provided to the members for approval of Material RPTs:

Sr No.	Particulars of Minimum Information	Details of Minimum Information
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with RPT Industry Standards, are provided in Annexure II to this AGM Notice.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer to the details mentioned under "Background, rationale and Justification of the Transactions"
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on February 06, 2026, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with RPT Industry Standards and granted approval for the material RPTs to be entered into, as mentioned in item no. 8 and recommended the same to the Board. The Board of Directors, at its meeting held on the same day, i.e., February 06, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the members for their approval.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7.	Any other information that may be relevant	All the relevant information have been provided in the Explanatory Statement and Annexure II.

None of the Directors and KMPs and/or their respective relatives are, in anyway, concerned or interested either directly or indirectly, financially or otherwise in the Resolutions set out at Item No. 8 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 SEBI 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. 8.

Based on the review and approval of Independent Directors in the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 8 of the accompanying AGM Notice to the members for their approval.

ITEM NO. 9

Background, rationale and Justification

Kalpataru Properties Limited ("KPL") has approved the issuance of secured, rated, listed, redeemable, Non-Convertible Debentures ("NCDs") aggregating up to ₹ 1,750 Crore (Rupees One Thousand Seven Hundred and Fifty Crore only), inter alia, for (i) refinancing, in full or in part, its existing indebtedness, (ii) funding costs and expenses in relation to the development of its existing projects, including Kalpataru Azuro at Malabar Hill, Mumbai and Kalpataru One at Worli, Mumbai, and/or such other projects being developed or proposed to be developed by KPL, and (iii) general corporate purposes and other permitted end uses.

The obligations of KPL in respect of the NCDs, including the principal amount, interest, premium, fees, costs, charges and all other monies payable thereunder, are proposed to be secured, inter alia, by way of (i) mortgage, hypothecation, charge and/or other security interest over assets of KPL (ii) Issue of corporate guarantees from Kalpataru Gardens Limited, Holding Company and Kalpataru Limited, Ultimate Holding Company, and (iii) personal guarantee by Mr. Parag M. Munot, Managing Director and Promoter of Kalpataru Limited, Ultimate Holding Company subject to the terms agreed with the lenders, debenture holders and/or debenture trustee(s).

As part of the security structure for the proposed NCDs issuance, Mr. Parag M. Munot, Promoter and Managing Director of the Company, shall provide a personal guarantee in favour of the lender(s)/debenture trustee(s) to secure the obligations of KPL under the proposed financing arrangements. The proposed personal guarantee is intended to support the fund-raising exercise of KPL and facilitate the raising of funds on commercially favourable terms.

For real estate companies, raising debt through issuance of debentures constitutes a routine financing activity. The provision of a personal guarantee by the Promoter is an ancillary credit enhancement arrangement that facilitates such fund-raising.

Further, such personal guarantees are typically stipulated by debenture holders and/or debenture trustees, acting on behalf of investors, as an integral part of the overall financing structure.

The proposed arrangement is in the interest of the Company, as its primary objective is not to confer any benefit on the Promoter, but to enable KPL to secure funding for its proposed business objectives on commercially viable terms.

Accordingly, the provision of personal guarantee by Mr. Parag M. Munot is considered to be in the ordinary course of business and on an arm's length basis.

As per Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), a related party transaction includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Since, Mr. Parag M. Munot is a Promoter and Managing Director of the Company, the proposed provision of personal guarantee constitutes a Related Party Transaction in terms of Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

In terms of Regulation 23 of the SEBI Listing Regulations, material related party transactions require prior approval of the Members by way of Ordinary Resolution, even if such transactions are in the ordinary course of business of the Company and at an arm's length basis.

As per the SEBI Listing Regulations read with Schedule XII thereto, considering that the consolidated turnover of the Company for the FY 2025-26 is 3435.62 crore, a related party transaction is considered 'material' if the related party transaction(s) to be entered into individually or taken together with previous transactions during the FY 2026-27 exceeds 343.56 crore, being 10% of the annual consolidated turnover of the Company.

The Company has a well-defined governance process for the related party transactions undertaken by the Company and its subsidiaries. These transactions are independently reviewed by a reputed, independent accounting firm for arm's length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Considering that the value of the proposed personal guarantee is up to ₹ 1,750 Crore (Rupees One Thousand Seven Hundred and Fifty Crore only), the transaction exceeds the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations and therefore qualifies as a material Related Party Transaction requiring prior approval of the members of the Company by way of an Ordinary Resolution.

Further, SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and modified by SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 issued revised Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ("**RPT Industry Standards**") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of SEBI Listing Regulations read with the SEBI Master Circular no. **HO/49/14/14(7)2025-CFD-POD2/I/3762/2026** dated 30th January, 2026 ("**SEBI Circular**"). The Standards *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

The detailed disclosures as per the SEBI Listing Regulations, RPT Policy of the Company, RPT Industry Standards read with SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations, are given in the table below:

Minimum Information in accordance with RPT Industry Standards to be provided to the members for approval of Material RPTs:

Sr No.	Particulars of Minimum Information	Details of Minimum Information
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee in accordance with RPT Industry Standard, are provided in Annexure III to this AGM Notice.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	Refer to the details mentioned under "Background, rationale and Justification of the Transactions"
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of aforesaid RPTs proposed to be entered into are in the interest of the Company.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The Audit Committee, at its meeting held on February 06, 2026, reviewed the relevant details and information of the proposed material RPTs, as required under the SEBI Listing Regulations read with RPT Industry Standards and granted approval for the material RPTs to be entered into, as mentioned in item no. 9 and recommended the same to the Board. The Board of Directors, at its meeting held on the same day, i.e., February 06, 2026, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPTs, recommended the same to the members for their approval.
5.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable. There is no valuation report or other report of external party for the aforesaid transactions.
6.	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making	Not Applicable as the all the information required for informed decision making is disclosed.
7.	Any other information that may be relevant	All the relevant information have been provided in the Explanatory Statement and Annexure III.

By order of the Board of Directors

Gajendra Mewara

Company Secretary

Membership No. A22941

Date : May 12, 2026

Place : Mumbai

Registered Office:

91, Kalpataru Synergy, Opposite Grand Hyatt, Santacruz (E), Mumbai 400 055.

E-mail: Investor.cs@kalpataru.com

Website: www.kalpataru.com

Tel No.: +91 22 3064 5000

Annexure I

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/RE-APPOINTMENT/REMUNERATION OF DIRECTORS

Name of the Director	Mr. Narendra Kumar Lodha	Mr. Narayan K Seshadri
Category	Executive Director	Independent Director
DIN	00318630	00053563
DOB/ Age	November 10, 1963 (62 years)	April 13, 1957 (69 years)
Nationality	Indian	Indian
Date of first appointment on the Board	August 02, 2024	August 02, 2024
Brief resume/ Qualification/ Expertise in specific functional area/ Experience	Mr. Narendra Kumar Lodha is the Executive Director of our Company. He holds a bachelor's degree in commerce from S.D. Government College, University of Rajasthan. He has passed final examination held by the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has been associated with Kalpataru Group since March 7, 1988. He has over 36 years of experience in the real estate industry. He is responsible for handling business development and commercial assets.	Mr. Narayan K. Seshadri is an Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India. He has been associated with our Company since August 2, 2024. He has over 20 years of experience in various sectors across industries including consulting. He was previously associated with KPMG Consulting Private Limited.
Terms and conditions of appointment	Executive Director liable to retire by rotation	Independent Director not liable to retire by rotation
Last drawn remuneration	Refer 'Director's Remuneration' section of Report on Corporate governance report.	Refer 'Director's Remuneration' section of Report on Corporate governance
Details of remuneration sought to be paid	Mr. Narendra Kumar Lodha shall continue to draw remuneration as an Executive Director on the terms and conditions as approved by the members at the Extra Ordinary General Meeting held on August 03, 2024	Sitting Fees and Commission, if any, as approved by the Board of Directors
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company as on March 31, 2026.	Chairman Nil Member - Corporate Social Committee Responsibility Committee - Stakeholder Relationship Committee - Risk Management Committee	Chairman - Audit Committee - Nomination and Remuneration Committee - Risk Management Committee Member Stakeholder Relationship Committee

Name of the Director	Mr. Narendra Kumar Lodha	Mr. Narayan K Seshadri
Other Public Companies in which he/she is a Director as on March 31, 2026.	1. Abacus Real Estate Private Limited 2. Kalpataru Retail Ventures Private Limited 3. Ananta Landmarks Private Limited 4. Ardour Developers Private Limited 5. Kalpataru Properties (Thane) Private Limited	1. United Spirits Limited 2. TVS Supply Chain Solutions Limited 3. Max Healthcare Institute Limited 4. SBI Life Insurance Company Limited 5. PI Industries Limited 6. RE Sustainability Limited 7. India Debt Resolution Company Limited 8. PI Health Sciences Limited
Chairperson/Membership of the Committee(s) of Board of Directors of other Companies in which he is a Director as on March 31, 2026.	Nil	1. United Spirits Limited Chairperson i) Audit Committee Member i) Corporate Social Responsibility & Environmental, Social and Governance Committee ii) Risk Management Committee iii) Committee of Directors 2. TVS Supply Chain Solutions Limited Chairperson Audit Committee Member Nomination and Remuneration Committee 3. Max Healthcare Institute Limited Chairperson Risk Management Committee Member i) IT Strategy Committee ii) Debenture Committee 4. SBI Life Insurance Company Limited Chairperson i) Audit Committee ii) Nomination and Remuneration Committee iii) Policyholder Protection, Grievance Redressal & Claims Monitoring Committee Member i) Risk Management Committee ii) Corporate Social Responsibility Committee iii) Investment Committee iv) Board Technology and Digital Strategy Committee

Name of the Director	Mr. Narendra Kumar Lodha	Mr. Narayan K Seshadri
Chairperson/Membership of the Committee(s) of Board of Directors of other Public Companies in which he is a Director as on March 31, 2026.	Nil	5. PI Industries Limited
		Chairperson
		Nil
		Member
		i) Audit Committee ii) Nomination and Remuneration Committee iii) Risk Management Committee iv) M & A Committee
		6. RE Sustainability Limited
		Chairperson
		i) Audit Committee ii) Nomination & Remuneration Committee iii) ESG Committee iv) Risk Management Committee
		7. India Debt Resolution Company Limited
		Chairperson
		Corporate Social Responsibility Committee
		Member
		i) Audit Committee ii) Nomination & Remuneration Committee
		8. PI Health Sciences Limited
		Chairperson
		Nil
		Member
		Nomination & Remuneration Committee
Number of shares held in the Company as on March 31, 2026.	Nil	Nil
Number of Meetings of the Board attended during the year	Attended all nine Board meetings during FY 2025-26	Attended all nine Board meetings during FY 2025-26
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Mr. Narendra Kumar Lodha is not related to any Director, Manager or Key Managerial Personnel.	Mr. Narayan K Seshadri is not related to any Director, Manager or Key Managerial Personnel.
Listed entities from which Director has resigned in the past three years	None	None

Name of the Director	Mr. Sunil R. Chandiramani	Ms. Anjali Seth
Category	Independent Director	Independent Director
DIN	00524035	05234352
DOB/ Age	December 24, 1968 (58 years)	October 25, 1958 (68 years)
Nationality	Indian	Indian
Date of first appointment on the Board	December 12, 2024	March 28, 2015
Brief resume/ Qualification/ Expertise in specific functional area/ Experience	Mr. Sunil R.Chandiramani is an Independent Director of our Company. He holds a bachelor's degree in commerce from Sydenham College of Commerce and Economics, University of Bombay and an honours diploma in systems management from the National Institute of Information Technology. He is an associate of the Institute of Chartered Accountants of India. He has been associated with our Company since December 24, 2024. He is also the founder of NYKA Advisory Services. He was previously associated with S. R. Batliboi & Co. LLP and Ernst & Young LLP. He has over 32 years of experience in the field of accounting and advisory services.	Ms. Anjali Seth is an Independent Director of our Company. She holds a bachelor's degree in law from the University of Delhi. She is enrolled as an advocate of the Bar Council of Delhi since April 7, 1983. She has been associated with our Company since March 28, 2015, i.e., for over 11 years. Further, she has over 4 years of experience in the legal industry because of her previous associations with DCB Bank Limited and SNG and Partners.
Terms and conditions of appointment	Independent Director not liable to retire by rotation	Independent Director not liable to retire by rotation
Last drawn remuneration	Refer 'Director's Remuneration' section of Report on Corporate governance.	Refer 'Director's Remuneration' section of Report on Corporate governance
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors.	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company as on March 31, 2026	Chairman Nil Member i) Audit Committee ii) Nomination and Remuneration Committee	Chairperson Corporate Social Responsibility Committee Member i) Audit Committee ii) Nomination and Remuneration Committee iii) Risk Management Committee
Other Public Companies in which he/she is a Director as on March 31, 2026	1. Updater Services Limited 2. Vigyanlabs Innovations Private Limited 3. Nyka Advisory Services LLP 4. Davadost Pharma Private Limited 5. Sapphire Foods India Limited 6. Rupa & Company Limited 7. Denave India Private Limited 8. IKF Finance Limited 9. Vedika wearable LLP 10. More Retail Private Limited	1. Kalpataru Retail Ventures Private Limited 2. Centrum Capital Limited 3. Endurance Technologies Limited 4. Assets Care & Reconstruction Enterprise Limited 5. Kalpataru Properties Limited (formerly known as Kalpataru Properties Private Limited) 6. Kalpataru Gardens Limited (formerly known as Kalpataru Gardens Private Limited) 7. Nirlon Limited

Name of the Director	Mr. Sunil R. Chandiramani	Ms. Anjali Seth
Chairperson/Membership of the Committee(s) of Board of Directors of other Public Companies in which he is a Director as on March 31, 2026	1. Updater Services Limited Chairperson i) Audit Committee ii) Risk Management Committee Member i) Nomination and Remuneration Committee	1. Endurance Technologies Limited Chairperson i) Nomination and Remuneration Committee ii) Stakeholders' Relationship Committee Member i) Audit Committee
	2. Denave India Private Limited Chairperson Nil Member i) Audit Committee	2. Centrum Capital Limited Chairperson Nil Member i) Corporate Social Responsibility Committee
	3. Sapphire Foods India Limited Chairperson i) Audit Committee Member i) Stakeholder Relationship Committee	3. Nirlon Limited Chairperson i) Nomination & Remuneration Committee ii) Stakeholders' Relationship Committee iii) Corporate Social Responsibility Committee Member i) Audit Committee ii) Risk Management Committee iii) Independent Directors Committee
	4. IKF Finance Limited Chairperson i) Audit Committee Member i) Stakeholder Relationship Committee ii) IT Strategy Committee	4. Kalpataru Gardens Limited Chairperson Nil Member i) Corporate Social Responsibility Committee
		5. Kalpataru Retail Ventures Private Limited Chairperson Nil Member Corporate Social Responsibility Committee
Number of shares held in the Company as on March 31, 2026.	Nil	Nil
Number of Meetings of the Board attended during the year	Attended eight out of nine Board meetings held during FY 2025-26	Attended Six out of nine Board meetings held during FY 2025-26
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Mr. Sunil R. Chandiramani is not related to any Director, Manager or Key Managerial Personnel.	Ms. Anjali Seth is not related to any Director, Manager or Key Managerial Personnel.
Listed entities from which Director has resigned in the past three years	Ganesh Consumer Products Limited	None

Name of the Director	Mr. Satish Bhujbal
Category	Independent Director
DIN	01297845
DOB/ Age	October 19, 1954 (71 years)
Nationality	Indian
Date of first appointment on the Board	January 24, 2025
Brief resume/ Qualification/ Expertise in specific functional area/Experience	Mr. Satish R. Bhujbal is an Independent Director of our Company. He holds a bachelor's degree in civil engineering from the College of Engineering, University of Pune and a bachelor's degree in law from the Symbiosis Society's Law College, University of Pune. He also holds a master's degree in economics from the University of Pune. He was previously associated with Bharat Constructions, Engineers and Contractors and Eastern Limited at United Arab Emirates. He was associated with our Company as Director -Projects from July 1, 1995 till December 31, 2016. Further, he is associated with our Company as an Independent Director since January 24, 2025. He has over 32 years of experience in the field of real estate and construction industry.
Terms and conditions of appointment	Independent Director not liable to retire by rotation
Last drawn remuneration	Refer 'Director's Remuneration' section of Report on Corporate governance.
Details of remuneration sought to be paid	Sitting Fees and Commission, if any, as approved by the Board of Directors.
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of the Company as on March 31, 2026	Chairman Nil Member Stakeholder Relationship Committee Agile Real Estate Private Limited
Other Public Companies in which he/she is a Director as on March 31, 2026	Agile Real Estate Private Limited
Chairperson/Membership of the Committee(s) of Board of Directors of other Public Companies in which he is a Director as on March 31, 2026	Chairperson Nil Member i) Nomination & Remuneration Committee ii) Audit Committee
Number of shares held in the Company as on March 31, 2026	Nil
Number of Meetings of the Board attended during the year	Attended eight out of nine Board meetings held during FY 2025-26
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Mr. Satish Bhujbal is not related to any Director, Manager or Key Managerial Personnel.
Listed entities from which Director has resigned in the past three years	None

Annexure II

Minimum Information for the Proposed Related Party Transaction(s)

SNo.	Particulars of the Information	Information provided by the management
	Name of the Company/ Subsidiary	Kalpataru Limited ("KL/the Company")

A(1) Basic Details of the related party

1.	Name of the related party	Mr. Parag M. Munot
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	Not Applicable

A(2) Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Parag M. Munot is a Promoter and Managing Director of KL
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Mr. Parag M Munot holds directly 9.86% and together with Promoter Group 81.34% equity shareholding in the Company.

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

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	The transactions undertaken during the FY 2025-26 amongst the Company and Mr. Parag M. Munot is as follows:						
	Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table><tr><th>Nature of Transactions</th><th>Amount (in ₹)</th></tr><tr><td>Directors' remuneration</td><td>4,32,00,000</td></tr><tr><td>Loan repaid</td><td>6,83,00,000</td></tr></table>	Nature of Transactions	Amount (in ₹)	Directors' remuneration	4,32,00,000	Loan repaid	6,83,00,000
Nature of Transactions	Amount (in ₹)							
Directors' remuneration	4,32,00,000							
Loan repaid	6,83,00,000							
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable, as the details up to immediately preceding quarter and financial year ended March 31, 2026 are already provided above at S. No. 1 of A(3).						
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil						

A(4) Amount of the proposed transaction(s)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 395 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	The total value of Related Party Transactions proposed to be entered by the Company with Mr. Parag M. Munot is projected to exceed the applicable threshold of Material RPTs.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.50%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable, as related party is an Individual.
6.	Financial performance of the related party for the immediately preceding financial year:	Not Applicable, as related party is an Individual.

A(5) Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Shortfall undertaking to be issued by Mr. Parag M. Munot confirming to fulfill certain financial obligations under the arrangement.
2.	Details of each type of the proposed transaction	Mr. Parag M. Munot is providing a shortfall undertaking in connection with term loan of ₹ 395 crore from Standard Chartered Bank ("SCB").
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure of the transaction shall be co-terminus with the SCB Term Loan facility to be availed by KL.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of the proposed transaction – ₹ 395 crore. Transaction is in form of Shortfall undertaking by Mr. Parag M. Munot to support the Company's obligations under the term loan facilities and to enable the Company to avail the term loans on commercially acceptable terms. The value of transactions to any specific financial year is non-quantifiable.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The business of the Company is capital intensive so project financing requires support from Promoters and Promoter group entities in the form of security and guarantee. For furtherance of business it is essential for the Company to access funding with the help of security and guarantee provided by the Promoter and Promoter group entity. Accordingly, the proposed arrangement is in the interest of the Company
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	a. Mr. Mofatraj Munot, Non-executive Chairman and Promoter; Mr. Parag M Munot, Managing Director and Promoter of the Company b. Not applicable.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	All information required for informed decision making is disclosed.

Annexure III

Minimum Information for the Proposed Related Party Transaction(s)

S No.	Particulars of the Information	Information provided by the management
	Name of the Company/ Subsidiary	Kalpataru Properties Limited ("KPL")

A(1) Basic Details of the related party

1.	Name of the related party	Mr. Parag M. Munot
2.	Country of incorporation of the related party	Not Applicable
3.	Nature of business of the related party	Not Applicable

A(2) Relationship and ownership of the related party

1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Parag M. Munot is the Promoter of the Kalpataru Limited ("KL/ the Company") and the Company is ultimate holding company of KPL.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	Not Applicable
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Mr. Parag M. Munot holds directly 9.86% and together with Promoter Group 81.34% equity shareholding in the Company. KPL is the wholly owned step down subsidiary of the Company.

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

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	Transactions undertaken during the financial year 2025-26 between KPL and Mr. Parag M. Munot is as under: <table><tr><th>Nature of Transactions</th><th>Amount (in ₹)</th></tr><tr><td>Sale of flat to Mr. Parag M. Munot in Project Kalpataru One, Mumbai being developed by KPL</td><td>79,55,38,992</td></tr></table> Transactions undertaken during the financial year 2025-26 between KL and Mr. Parag M. Munot is as under: <table><tr><th>Nature of Transactions</th><th>Amount (in ₹)</th></tr><tr><td>Directors' remuneration</td><td>4,32,00,000</td></tr><tr><td>Loan repaid</td><td>6,83,00,000</td></tr></table>	Nature of Transactions	Amount (in ₹)	Sale of flat to Mr. Parag M. Munot in Project Kalpataru One, Mumbai being developed by KPL	79,55,38,992	Nature of Transactions	Amount (in ₹)	Directors' remuneration	4,32,00,000	Loan repaid	6,83,00,000
Nature of Transactions	Amount (in ₹)											
Sale of flat to Mr. Parag M. Munot in Project Kalpataru One, Mumbai being developed by KPL	79,55,38,992											
Nature of Transactions	Amount (in ₹)											
Directors' remuneration	4,32,00,000											
Loan repaid	6,83,00,000											
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable, as the details up to immediately preceding quarter and financial year ended March 31, 2026 are already provided above at S. No. 1 of A(3).										

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
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A(4) Amount of the proposed transaction(s)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 1,750 crore
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	The total value of Related Party Transactions proposed to be entered by KPL with Mr. Parag M. Munot is projected to exceed the applicable threshold of Material RPTs.
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	50.94%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	341.11%
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not Applicable, as related party is an Individual.
6.	Financial performance of the related party for the immediately preceding financial year:	Not Applicable, as related party is an Individual.

A(5) Basic details of the proposed transaction

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Mr. Parag M. Munot is providing personal guarantee to secure the Non-convertible Debentures ("NCDs") proposed to be issued by KPL.
2.	Details of each type of the proposed transaction	In connection with issuance of NCDs of up to ₹ 1750 crore by KPL to eligible investors in terms of the debenture trust deed to be executed between KPL and Vistra ITCL (India) Limited (Debenture Trustee) - Mr. Parag M. Munot is providing personal guarantee to the extent of said NCDs.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The tenure of the proposed transactions shall be co-terminus with the tenure of NCDs.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of the proposed transaction – ₹ 1750 crore The value of transactions to any specific financial year is non quantifiable.

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The business of *Kalpataru group is capital intensive so project financing requires support from Promoters and Promoter group entities in the form of security and guarantee. For furtherance of business it is essential for the subsidiary to access funding with the help of security and guarantee provided by the Promoter and Promoter group entity. Accordingly, the proposed financial facility is in the interest of the Company. *Kalpataru Group includes Kalpataru Limited and its subsidiaries.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	a. Mr. Mofatraj Munot, Non-executive Chairman and Promoter; Mr. Parag M Munot, Managing Director and Promoter of KL
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	b. Not applicable.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	All the information required for informed decision making is disclosed.