July 8, 2026

National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

NSE Code: KALPATARU

BSE Limited
Listing Operation Department,
20th Floor, P.J. Towers, Dalal Street,
Mumbai – 400 001

BSE Code: 544423

Dear Sir/Madam,

Subject: Scheme of Arrangement (Merger by Absorption) of Kalpataru Hills Residency Private Limited, a step-down wholly-owned subsidiary with Kalpataru Properties (Thane) Limited, a wholly-owned subsidiary of Kalpataru Limited ("KL" or "the Company") and their respective shareholders

Reference: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In reference to captioned subject, it is hereby informed that Kalpataru Properties (Thane) Limited ("**the Transferee Company**" or **KPTL**"), a wholly owned subsidiary and Kalpataru Hills Residency Private Limited ("**the Transferor Company**" or "**KHRPL**"), a step-down subsidiary of the Company, in their respective meetings of the Board of Directors held today i.e. 8th July, 2026, have considered and approved the Scheme of Amalgamation between KHRPL and KPTL and their respective shareholders under section 233 and other applicable provisions of the Companies Act, 2013 and rules made there under ("**Scheme**").

Upon effectiveness of the Scheme, the Company will continue to hold 100% stake in the Transferee Company. The above-mentioned restructuring is an internal reorganization aimed at streamlining group structure, optimizing operations and cost across the group companies.

Accordingly, the proposed restructuring will not have any significant impact on consolidated or standalone financial position of the Company.

The Scheme is *inter alia* subject to the sanction of Regional Director ("RD") Western Region Directorate-I Ministry of Corporate Affairs at Mumbai and receipt of necessary approvals from the classes of the members and/or creditors of the Transferor Company and the Transferee Company and such other regulatory / statutory authorities, as may be required.

The details as required to be disclosed under SEBI Master Circular with no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 are given in Annexure 1, as attached herewith.

The aforesaid information is being disseminated on the Company's website at https://www.kalpataru.com/investor-corner.

We request you to kindly take the same on record.

Thanking you,
Yours faithfully
For Kalpataru Limited

Gajendra Mewara
Digitally signed by Gajendra Mewara
Date: 2026.07.08 23:25:35 +05'30'

Gajendra Mewara
Company Secretary & Compliance Officer

ANNEXURE 1

<table>
<tr>
<td>1.</td>
<td>Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.;</td>
<td>The Scheme of Amalgamation involves the following entities:

<table>
<tr><th>Name of the entity</th><th>Turnover* (standalone for the year ended 31st March 2026) (INR in Crores)</th><th>Net worth* (standalone for the year ended 31st March 2026) (INR in Crores)</th></tr>
<tr><td>Kalpataru Properties (Thane) Limited (“the Transferee Company” or KPTL”)</td><td>227.58</td><td>86.12</td></tr>
<tr><td>Kalpataru Hills Residency Private Limited (“the Transferor Company” or “KHRPL”),</td><td>-</td><td>(15.46)</td></tr>
</table>

*Net-worth and Turnover have been computed as per their definitions provided under 2(57) & Section 2(91) respectively of the Companies Act, 2013

The Scheme of Amalgamation shall involve a merger of Kalpataru Hills Residency Private Limited with Kalpataru Properties (Thane) Limited.</td>
</tr>
<tr>
<td>2.</td>
<td>Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms’ length”;</td>
<td>KPTL is a wholly owned subsidiary of Kalpataru Limited (“the Company”). KHRPL is a wholly owned subsidiary of KPTL. The proposed Scheme does not fall within the purview of related party transaction under Section 188 of the Companies Act, 2013, pursuant to the clarifications provided in General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs.</td>
</tr>
<tr>
<td>3</td>
<td>Area of business of the entity(ies);</td>
<td>KPTL and KHRPL are primarily engaged in the business of real estate development.</td>
</tr>
<tr>
<td>4</td>
<td>Rationale for amalgamation/ merger;</td>
<td>The Transferor Company, being the wholly owned subsidiary of the Transferee Company, is owned and controlled by the Transferee Company. The management of the Transferor Company and the Transferee Company believe that it is prudent and more appropriate to consolidate the similar business of the Transferor Company and the Transferee Company in one entity.

The Scheme will inter alia achieve the following benefits:

The proposed amalgamation involves merger of a wholly owned subsidiary with a holding company thereby leading to simplification and rationalization of corporate structure;
Bringing synergy in operations and optimum utilization of resources resulting in operational and management efficiencies;
Focused management in a single merged entity thereby resulting in efficiency of management and reducing managerial overlaps due to operation of multiple entities;

</td>
</tr>
</table>

		• Result in financial resources being efficiently merged and pooled leading to more effective and centralised management of funds, greater economies of scale, stronger base for future growth and rationalisation of costs by simplification of management structure leading to better administration and cost savings. • Reduction in multiplicity of legal and regulatory compliances generally involved in running two separate entities; • Reduction in costs, overheads, including administrative, managerial and other administrative costs; • The amalgamation will result in not only, pooling of human resources and improved utilization for the growth of the amalgamated entity but also attracting resources who have the diverse skills, talents and vast experience to compete successfully in an increasingly competitive industry by the amalgamated entity. The proposed amalgamation shall also benefit all the shareholders, creditors, employees and all other stakeholders and shall enable the companies to achieve and fulfil its objectives more efficiently and economically.
5	**In case of cash consideration – amount or otherwise share exchange ratio;**	No cash consideration is payable under the Scheme. Pursuant to the Scheme, since the Transferor Company is a wholly owned subsidiary of the Transferee Company, all the equity shares, as held by the Transferee Company and its nominee in the Transferor Company shall be automatically cancelled and extinguished, without requiring any further application, act or deed. Accordingly, there will be no issue or allotment of shares of Transferee Company to the shareholders of Transferor Company pursuant to the Scheme.
6	**Brief details of change in Shareholding pattern (if any) of listed entity.**	There will be no change in the shareholding pattern of the Company pursuant to the Scheme coming into effect.