ROSELABS FINANCE LIMITED

July 28, 2026

To,
The Listing Department,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip: **531324**

Dear Sir(s),

Sub: Notice of the 32nd Annual General Meeting (AGM) of the Company for the financial year ended March 31, 2026

Ref: Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations')

This is in continuation to our letter dated July 17, 2026 wherein the Company had informed that the 32nd Annual General Meeting ('AGM') of the Company is scheduled to be held on Thursday, August 27, 2026 at 11.00 a.m. (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI').

Please find enclosed herewith the Notice of the 32nd AGM along with the Annual Report of the Company for the financial year ended March 31, 2026, which is being sent through electronic mode to all those members whose email addresses are registered with the Company / Registrar & Share Transfer Agent ('RTA') or Depository Participant(s) (DPs). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link for accessing the Annual Report of the Company for the financial year ended March 31, 2026 is being sent to all those Members who have not registered their email IDs with the Company/ RTA/ DPs.

The Company has fixed Thursday, August 20, 2026 as the 'Cut-off date' for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the 32nd AGM or to attend the AGM.

In this regard, kindly take note of the details in relation to the 32nd Annual General Meeting of the Company:

Sr. No.	Particulars	Details
1.	Cut-off date for eligibility of e-voting	**Thursday, August 20, 2026**
2.	Remote e-voting period	
	Commencement of remote e-voting period	**9.00 a.m. (IST) on Monday, August 24, 2026**
	Conclusion of remote e-voting period	**5.00 p.m. (IST) on Wednesday, August 26, 2026**

Kindly take the above information on record.

Yours faithfully,
For Roselabs Finance Limited

GUNJAN TAUNK
Digitally signed by GUNJAN TAUNK
Date: 2026.07.28 16:32:33 +05'30'

Gunjan Taunk
Company Secretary & Compliance Officer
Membership No. A23346

Encl:- A/a

ROSELABS FINANCE LIMITED

ANNUAL GENERAL MEETING NOTICE

Regd. Off.: 412, Floor-4, 17G Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai-400001
Tel.: +91 22 67737373 CIN : L70100MH1995PLC318333
Email Id: roselabsfinance@lodhagroup.com Website: www.roselabsfinancelimited.in

Notice is hereby given that the 32nd Annual General Meeting of the Members of Roselabs Finance Limited will be held on **Thursday, August 27, 2026 at 11.00 a.m.** IST through Video Conferencing / Other Audio-Visual Means to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Board of Directors and the Auditors thereon.

2. To appoint a director in place of Ms. Sanjyot Rangnekar (DIN: 07128992), who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and on recommendation of the Audit Committee and approval of the Board of Directors of the Company ("Board"), Walker Chandiok & Co. LLP, Chartered Accountants, (Firm Registration No. 001076N/ N500013) be and is hereby appointed as the Statutory Auditors of the Company to hold office for a term of five years, from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company to be held in the year 2031, on such remuneration and terms as may be mutually agreed upon between the Board of Directors and the Statutory Auditors;

   RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to this resolution."

SPECIAL BUSINESS:

4. Re-appointment of Mr. Raghava Reddy Balineni (DIN: 09185972) as Managing Director of the Company for a period of 5 years

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the Members be and is hereby granted to the re-appointment of Mr. Raghava Reddy Balineni (DIN: 09185972) as the Managing Director of the Company, for a period of five (5) years with effect from May 31, 2026 to May 30, 2031, liable to retire by rotation, on the terms and conditions as specified in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of appointment and to do all such deeds, acts, matters and things as may be necessary and requisite for and in relation to give effect to the aforesaid resolution on behalf of the Company."

By Order of the Board of Directors
For Roselabs Finance Limited

Gunjan Taunk
Company Secretary
Membership No.: A23346

Place: Mumbai
Date: July 17, 2026

NOTES:

1. Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") setting out the material facts concerning the business with respect to Item Nos. 3 and 4 forms part of this Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Director retiring by rotation and seeking appointment / re-appointment at this Annual General Meeting ("Meeting" or "AGM") is furnished as Annexure to this Notice.

2. **Sending of notice and conduct of Annual General Meeting:**

    a. The Ministry of Corporate Affairs ("MCA") has, vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars, the AGM is being held through VC / OAVM. The deemed venue for the AGM shall be One Lodha Place, near Lodha World Towers, Senapati Bapat Marg, Mumbai- 400013.

    b. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (collectively referred to as "SEBI Circulars"), the Notice of the AGM for financial year 2025-26 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively referred to as "Depositories" through the concerned Depository Participants ("DPs") and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA"), MUFG Intime India Private Limited ("MUFG Intime"). Physical copy of the Annual Report shall be sent only to those members who request for the same. Members may also note that the Notice of the AGM and the Annual Report 2025-26 will also be available on the Company's website at www.roselabsfinancelimited.in, website of BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

    c. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

    d. Members may note that the VC facility, provided by NSDL allows participation of 1,000 members on a first-come-first-served-basis. The large shareholders (i.e., shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee (NRC), auditors, etc., can attend the AGM without any restriction on a first-come-first-served basis.

    e. Members of the Company under the category of institutional shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.

    f. Institutional shareholders/corporate shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body resolution/authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail on his registered e-mail address cs.shravangupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

g. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

h. As the AGM is being held through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM. Hence, proxy form, attendance slip and route map of the venue are not annexed hereto.

i. Members who would like to express their views or ask questions during the AGM may pre-register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID /folio number, PAN, mobile number at roselabsfinance@lodhagroup.com, **before 5:00 p.m. (IST) on Monday, August 24, 2026.**

3. Inspection of documents:

a. 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 directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members before and during the AGM.

b. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to roselabsfinance@lodhagroup.com.

4. Updation of Email ID and Bank Details:

(i) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give Notice through electronic mode addressed to the person entitled to receive such e-mail as per the records of the Company or as provided by the depository, provided that the Company shall provide an advance opportunity at least once in a financial year, to the members to register their e-mail address and changes therein and such request may be made by only those members who have not got their e-mail ID recorded or to update a fresh email ID and not from the members whose e-mail IDs are already registered.

In view of the above, the Company hereby requests the members who have not updated their e-mail IDs to update the same. Further, the members holding shares in electronic mode are requested to keep their e-mail addresses updated with the DPs. Members holding shares in the physical mode are also requested to update their e-mail addresses by writing and quoting their folio numbers to MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company (“RTA”) by email to rnt.helpdesk@in.mpms.mufg.com or by letter addressed to Ms. Vaishali Kulye, C 101, 247 Park, LBS Road, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083 or to the Company by e-mail to roselabsfinance@lodhagroup.com or by letter addressed to the Company Secretary at 412, 17G, Floor 4, Vardhaman Chamber, Cawasji Patel Road, Horniman Circle, Fort, Mumbai, Maharashtra, 400001, quoting their folio numbers.

(ii) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS) and Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their DP. Changes intimated to the DP will then be automatically reflected in the Company’s record which will help the Company and the Company’s RTA to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to the RTA.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

6. Members may avail the facility of nomination in respect of shares held by them by submitting Form SH-13 to the DPs in case of shares held in electronic form and to the RTA in case of shares held in physical form. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members holding shares in demat form may approach their respective DPs for completing the nomination formalities.

7. Important SEBI Circulars in the interest of investors/shareholders:

(i) The SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in demat form are therefore requested to submit PAN details to the DPs where they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.

(ii) SEBI vide its notification dated June 8, 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective April 1, 2019. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in dematerialised form with any DP. Therefore, the RTA and the Company have not been accepting any request for the transfer of shares in physical form w.e.f. April 1, 2019.

Special Window for Re-lodgement of Transfer requests of physical shares of the Company

The SEBI had vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, opened a special window for a period of six months from July 7, 2025 to January 6, 2026 to facilitate re-lodgement of transfer requests of physical shares. This facility is available for transfer deeds lodged prior to April 1, 2019 and which were rejected, returned, or not attended to due to deficiencies in documents, process or otherwise.

Further, vide SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, the said special window has been extended for a period of one year from February 5, 2026 to February 4, 2027 to facilitate re-lodgement of transfer requests of physical shares.

Investors who have missed the earlier deadline of January 6, 2026 are encouraged to take advantage of this opportunity by furnishing the necessary documents to the Company's RTA.

(iii) Members may note that SEBI, vide its Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 for Registrars to an Issue and Share Transfer Agents dated February 6, 2026 has prescribed common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details, specimen signature) and nomination details.

In accordance with the said Circular, it is mandatory for the members holding securities in physical form to inter-alia, furnish PAN, KYC and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details.

If a member holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form. Members holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out from nomination, as the case may be, on or before June 30, 2024, failing which their demat account shall be frozen for debits.

In compliance with the aforesaid SEBI circulars/guidelines, members are advised to register the updated details with the RTA or DPs for smooth processing of their service requests and trading without any restrictions.

(iv) Further, SEBI, vide its notification dated January 25, 2022, amended the Listing Regulations and mandated that (i) transmission; (ii) transposition; (iii) Issue of duplicate securities certificate; (iv) Claim from Unclaimed Suspense

Account; (v) Renewal/ Exchange of securities certificate; (vi) Endorsement; (vii) Sub-division/ Splitting of securities certificate; and (viii) Consolidation of securities certificates/ folios of securities would be carried out in dematerialised form only. Accordingly, requests for effecting the abovementioned dealings of physical securities will be carried in accordance with SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.

8. Remote e-voting facilities, Scrutinizer and e-voting results:

(i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM and facility for those members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting at the AGM will be provided by NSDL.

(ii) The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e. **Thursday, August 20, 2026.**

(iii) 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 i.e. **Thursday, August 20, 2026** only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

Any person, who acquires shares of the Company and becomes a member of the Company after the Company e-mails the Notice of the AGM and holds shares as on the cut-off date i.e. **Thursday, August 20, 2026** may obtain the User ID and password by sending a request to the RTA at enotices@in.mpms.mufg.com and may follow the steps mentioned in Note no. 10.

(iv) The remote e-voting period will commence on **Monday, August 24, 2026 at 9:00 am (IST)** and will end at **Wednesday, August 26, 2026 at 5:00 pm (IST)**. During this remote e-voting period the members, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., **Thursday, August 20, 2026** may cast their vote by remote e-voting. The remote e-voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or vote again.

(v) The Company has appointed Mr. Shravan A. Gupta, proprietor of Shravan A. Gupta & Associates (COP No. 9990), Practicing Company Secretary, as the Scrutinizer (the ‘Scrutinizer’) for scrutinizing the remote e-voting process as well as e-voting at the AGM in a fair and transparent manner. During the AGM, the Chairperson shall, after responding to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

(vi) The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report to the Chairperson or any person authorised by her within two working days from the conclusion of the meeting, who shall then countersign and declare the result of the voting forthwith.

(vii) The results declared along with the report of the Scrutinizer will be placed on the website of the Company at www. roselabsfinancelimited.in and on the website of MUFG Intime immediately after the declaration of results by the Chairperson or a person authorized by her. The results will also be immediately forwarded to the stock exchange.

9. Re-appointment of Ms. Sanjyot Rangnekar (DIN: 07128992)

In terms of Section 152 of the Act, Ms. Sanjyot Rangnekar retires by rotation at this AGM and being eligible, offers herself for re-appointment. The NRC and Board have recommended her re-appointment to the shareholders The additional information pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is provided as an Annexure to this Notice. None of the Directors or Key Managerial Personnel or their relatives (other than Ms. Sanjyot Rangnekar and her relatives) are concerned or interested (financially or otherwise) in the business set out at item 2.

10. The detailed process and manner for remote e-voting are explained herein:

The remote e-voting period begins **Monday, August 24, 2026 at 9:00 am (IST)** and will end at **Wednesday, August 26, 2026 at 5:00 pm (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose name appears in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e Thursday, August 20, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, August 20, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.shravangupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Rahul Rajbhar at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to roselabsfinance@lodhagroup.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to roselabsfinance@lodhagroup.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at roselabsfinance@lodhagroup.com . The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT

Item No. 3

The Members of the Company, at the 27th AGM of the Company, held on September 27, 2021 had approved the re-appointment of M/s MSKA & Associates LLP, Chartered Accountants (Firm Registration No. 105047W/N101187) as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from the conclusion of the said AGM till the conclusion of the 32nd AGM. They will complete their two consecutive terms as Statutory Auditors of the Company on conclusion of this AGM.

The Board, at its meeting held on April 16, 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed the appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013), as Statutory Auditors of the Company in place of M/s MSKA & Associates LLP, to the Members of the Company. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of the 32nd AGM till the conclusion of the 37th AGM to be held in the year 2031, on payment of such remuneration as may be mutually agreed upon between the Board and the Statutory Auditors, from time to time.

There is no material change in the remuneration proposed to be paid to M/s. Walker Chandiok & Co. LLP, for the statutory audit to be conducted for financial year 2026-27 vis-à-vis the remuneration paid to M/s. MSKA & Associates LLP, the retiring Statutory Auditors, for the statutory audit conducted for financial year 2025-26. Remuneration of the retiring auditor, stood at ₹ 3,00,000 in financial year 2025-26. The remuneration proposed to be paid to M/s. Walker Chandiok & Co. LLP, for financial year 2026-27 is ₹ 3,00,000 (Rupees three lakhs only), excluding applicable taxes and out of pocket expenses. The Board in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The exercise for selection of new statutory auditor was done through a fair tender process inviting leading audit firms, followed by shortlisting of firms based on a comprehensive assessment criterion. The Audit Committee, after evaluating all proposals and taking into consideration various factors such as independence, industry experience, technical skills, geographical presence, audit team, clientele served, market standing of the firm etc, have recommended the appointment of M/s. Walker Chandiok & Co. LLP, to the Board of Directors of the Company.

M/s. Walker Chandiok & Co. LLP is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI), Public Company Accounting Oversight Board (PCAOB) and empanelled with Comptroller and Auditor General of India. The firm was established in the year 1935 and its registered office is situated at New Delhi with 19 other offices across major cities in India. It has 87 partners. It has a valid peer review certificate and is one of India’s leading audit firms providing audit and assurance services to several large companies, including some of the top hundred listed entities in India.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written consent from M/s. Walker Chandiok & Co. LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that their appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the Listing Regulations, M/s. Walker Chandiok & Co. LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members. None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (financially or otherwise) in the resolution set out at item 3.

Item no. 4

Mr. Raghava Reddy Balineni was appointed as Managing Director of the Company for a period of five years with effect from May 31, 2021, pursuant to resolution passed by the members of the Company on September 24, 2021. His term expired on May 30, 2026. Based on the recommendation of the NRC, on May 29, 2026, the Board of Directors have approved re-appointment of Mr. Raghava Reddy Balineni as Managing Director, for a further period of five years i.e. from May 31, 2026 to May 30, 2031, liable to retire by rotation, subject to approval of the members.

Mr. Reddy is neither disqualified from being reappointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given all the necessary declarations and confirmations, including his consent for re-appointment as Managing Director of the Company. Mr. Reddy satisfies all the conditions set out under relevant provisions of the Act for being eligible for his re- appointment.

A brief profile of Mr. Reddy, his nature of his expertise and other details are provided as an Annexure to this Notice.

Terms of Appointment:

1. Term: 5 (Five) years commencing from May 31, 2026.
2. Remuneration: Mr. Raghava Reddy will not draw any remuneration from the Company. He is an employee of and draws remuneration from Lodha Developers Limited (the holding company).
3. Sitting fees: No sitting fees shall be paid to him for attending Board or committee meetings.
4. As Managing Director, Mr. Reddy will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company shall from time to time in its absolute discretion determine and entrust to him, subject, nevertheless to the provisions of the Act or any statutory modifications or re-enactment thereof for the time being in force.
5. Mr. Reddy shall not directly or indirectly engage himself in any other employment, business or occupation of whatsoever nature. However, he may with the prior approval of the Board of Directors, hold Directorship in other companies and/or provide services to other group companies or employment of the group companies.
6. If at any time Mr. Reddy ceases to be a Director of the Company, for any reason whatsoever, he shall cease to be the Managing Director. If at any time he ceases to be in the employment of the Company/Group Company for any reason whatsoever, he shall cease to be a Director of the Company.

The above may be treated as a written memorandum setting out the terms & conditions of appointment of Mr. Reddy under Section 190 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members. None of the Directors or Key Managerial Personnel or their relatives (other than Mr Reddy and his relatives) are concerned or interested (financially or otherwise) in the resolution set out at item 4.

Annexure to the Notice

Details of Directors seeking re-appointment at the 32nd Annual General Meeting

[Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2)]

Name of the Director	**Mr. Raghava Reddy Balineni**	**Ms. Sanjyot Rangnekar**
DIN	09185972	07128992
Date of birth and age (in years)	13/06/1969 (57 years)	06/07/1970 (56 years)
Original date of appointment	May 31, 2021	April 19, 2017
Qualifications	Commerce graduate from Andhra University and a law graduate from Osmania University.	Fellow Member of the Institute of the Company Secretaries of India and Grad CWA from the Institute of the Cost and Works Accountant of India.
Experience and expertise in specific functional areas	He has over 31 years of experience across the fields of taxation and general management. Since 2020, he has been associated with Lodha Group as the Head of Indirect Taxation. Prior to joining Lodha, he served as the Head of Indirect Tax at Arcelor Mittal Nippon Steel India Ltd and held senior leadership roles within the Essar Group.	She has over 28 years of experience spanning capital markets, secretarial practice, cost accounting, international bond issuances, and both Indian and international public offerings. Her expertise extends across compliance, FEMA, mergers, and corporate finance functions. Prior to joining Lodha, she served as the Group Company Secretary at Essar Power Limited. Before her tenure at Essar, she held the dual role of Company Secretary and Cost Accountant at Swastik Surfactants Limited.
Terms & Conditions of re-appointment	Managing Director for a period of five years, from May 31, 2026 to May 30, 2031, liable to retire by rotation.	Non-executive director, liable to retire by rotation
Remuneration last drawn & sought to be paid	He does not draw any remuneration from the Company. He draws remuneration from Lodha Developers Limited in the capacity of an employee and will continue to do so.	She does not draw any remuneration from the Company. She draws remuneration from Lodha Developers Limited in the capacity of an employee and will continue to do so.
Directorship in other Indian companies (including equity listed companies)	Nil	**Listed companies** 1. Sanathnagar Enterprises Limited **Unlisted companies** 1. Bellissimo Digital Infrastructure Investment Management Private Limited 2. Digirealty Technologies Private Limited 3. Cowtown Infotech Services Limited 4. Corrissance Developers Private Limited 5. Palava Induslogic 4 Private Limited
Membership/ Chairmanship of Board committees in Indian companies	Nil	**Sanathnagar Enterprises Limited** 1. Stakeholders Relationship Committee (Chairperson) 2. Audit Committee (member) 3. Nomination and Remuneration Committee (member)
Name of Listed entities from which the Director has resigned in the past three years.	Nil	Nil
Shareholding in the Company (Equity)	Nil	Nil
Inter se relationship with other Directors/ Manager/Key Managerial Personnel	None	None
Number of Board meetings attended during the year 2025-26	5 out of 5 meetings held	5 out of 5 meetings held