HUBTOWN LIMITED

Regd. Office: Hubtown Seasons, CTS NO. 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur (East), Mumbai-400071
Tel.: +91-22-2526 5000 • Fax: +91-22-2526 5099 • www.hubtown.co.in. • CIN:L45200MH1989PLC050688

August 26, 2026

To,

BSE Limited The Corporate Relationship Department 1st Floor, P.J. Towers, Dalal Street Fort, Mumbai – 400 001 **Scrip Code: 532799**	**National Stock Exchange of India Limited** The Listing Department Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai – 400 051 **Symbol: HUBTOWN**

Dear Sir / Madam,

Sub: Notice of 38th Annual General Meeting of the Company for the financial year 2025-26.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 attached herewith is the Notice and the Explanatory Statement of the 38th Annual General Meeting ("**AGM**") of the Company scheduled to be held on **Friday, September 18, 2026 at 11:00 a.m.** through Video Conference (VC) / Other Audio Visual Means (OAVM). The said notice forms part of the Annual Report for the FY2025-26.

The aforesaid Notice of the 38th AGM and Annual Report for FY2025-26 and other related documents are available on the website of the Company at www.hubtown.co.in.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Hubtown Limited

Shivil
Kapoor

Shivil Kapoor
Company Secretary & Compliance Officer
Mem.No.:F11865

Encl: as above

Notice of 38th Annual General Meeting

Dear Members,

Notice is hereby given that the 38th Annual General Meeting **("AGM Meeting")** of the Members of Hubtown Limited (**"the Company")** will be held on Friday, September 18, 2026 at 11.00 A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business. The venue of the Meeting shall be deemed to be the registered office address of the Company at Hubtown Seasons, CTS No 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur (East), Mumbai, Maharashtra - 400071.

ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.**

2. **To appoint a director in place of Mr. Vyomesh M. Shah (DIN: 00009596), who retires by rotation and being eligible, has offered himself for re-appointment.**

SPECIAL BUSINESS:

3. **To consider and approve issuance of FCCB upto US$ 150 Million.**

   To consider and if thought fit, to pass the following resolution as a special resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other relevant provisions, if any, of the Companies Act, 2013 ("the Act"), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, issued by Reserve Bank of India ("RBI"), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), RBI, the Securities and Exchange Board of India ("SEBI"), BSE Limited, National Stock Exchange of India Limited (together the "Stock Exchanges") and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of Foreign Currency Convertible Bonds (FCCBs) which are convertible or exchangeable into equity shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) and/or any other similar securities which are convertible or exchangeable into equity shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") at the option of the company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities for an amount not exceeding US$ 150 Million (US Dollar One Hundred Fifty Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion;

   RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of such securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board, in accordance with the provision of the FCCB scheme.

   RESOLVED FURTHER THAT the Board or any committee duly authorized by the Board be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board or any committee duly authorized by the Board, may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

Notice of 38th Annual General Meeting (Contd.)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee duly authorized by the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari-passu in all respects with the existing securities of the Company in all respects, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board or any committee duly authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, face value of securities, rate of interest, discount, conversion ratio and proportion, thereof, security for creation of charge, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit 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 the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the Members."

4. **To consider and approve the remuneration of the Cost Auditors of the Company for the financial year 2026-27.**

To consider and if thought fit, to pass the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of the Cost Auditor, M/s. Shekhar Joshi & Co., Cost Accountants (Firm Registration No. 100448), of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable tax and reimbursement of out-of-pocket expenses to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, as recommended by the Audit and Compliance Committee and approved by the Board of Directors, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

5. **To approve Material Related Party Transactions 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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("Act") read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Audit and Compliance Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company, to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) between the Company (or its successor entity) and the related parties (or their respective successor entity) as more specifically set out in Table No(s). A1 to A16 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A16;

Notice of 38th Annual General Meeting (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit and Compliance Committee and any duly constituted committee by the Board empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. **Approval for Material Related Party Transaction(s) to which the Subsidiary(ies) of the Company is a party but the Company is not party, as required under Regulations 23(2) and 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(2) and 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and any other applicable provisions of the Listing Regulations including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by central government or any governmental or statutory authorities, the memorandum of association and articles of association of the Company and subject to such approval(s), consent(s) and/or permission(s), as may be required, including such conditions and modification as may be prescribed or imposed while granting such approvals, consents, permissions, the Company's policy on related party transactions and pursuant to the approval of the Audit and Compliance Committee and the Board (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted / to be constituted by the Board), the approval of the members of the Company be and is hereby accorded to the following subsidiaries of the Company to enter / continue to enter into material related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise and which term includes material modification to the already entered related party transactions) with any other related parties of subsidiary(ies) and/ or with the related party(ies) of the Company and/ or with any other party whereby the purpose and effect of the transaction benefits the related party of the Company or any of the subsidiary(ies) falling within the definition of 'Related Parties' under Regulation 2(1)(zb) of the Listing Regulations, to which the following subsidiary(ies) of the Company is a party but the Company is not a party to that transaction(s) from the financial year 2026-2027 and onwards for each financial year upto the maximum amount per annum (which maximum amount excludes any specific approval granted under Regulation 23(2) of the Listing Regulations) as per details provided in the 'explanatory statement' to this resolution, on such terms and conditions as may be mutually agreed upon between the related party(ies):

Transactions as defined under the Companies Act, 2013 / the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Subsidiaries	Nature of Transactions	Amount (₹ in Crores)
Rare Townships Private Limited	· Making investment in securities / capital contribution; · Making loans / business advances / inter-corporate deposits; · Providing corporate guarantees / securities / collaterals for funds/loans availed; · Leasing of property of any kind; · Availing / rendering of services; · Sale/Purchase/Supply of goods and material; · Selling of otherwise disposing of or buying property of any kind including floor space index (FSI) / transferable development rights (TDRs); and · Any other transfer of resources / services or obligations	1000
Joynest Premises Private Limited		450
Twenty Five Estates Development Limited		400
25 Chalets Private Limited		400
Twenty Five Estates Realty Private Limited		200
Citywood Builders Private Limited		100
Vishal Techno Commerce Limited		100
Hubtown Bus Terminal (Ahmedabad) Private Limited		75
Hubtowncentral Private Limited		50
Gujarat Akruti-TCG Biotech Limited		25
Hubtown Bus Terminal (Mehsana) Private Limited		25
Yantti Buildcon Private Limited		20
Vega Developers Private Limited		10
Hubtown Bus Terminal (Vadodara) Private Limited		10
Hubtown Bus Terminal (Adajan) Private Limited		10
Ackruti Safeguard Systems Private Limited		5
Rubix Trading Private Limited		5
Vinca Developers Private Limited		5

Notice of 38th Annual General Meeting (Contd.)

RESOLVED FURTHER THAT the Board (including the Audit and Compliance Committee of the Company and /or any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized on behalf of the Company to do all such acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board (including any committee(s) thereof) to be in the best interest of the Company and its members and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to decide, accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

By Order of the Board of Directors
For **Hubtown Limited**

Shivil Kapoor
Company Secretary and Compliance Officer
Membership No. F11865

Place : Mumbai
Date : 03/08/2026

Registered Office:
Hubtown Seasons, CTS No 469-A, Opp. Jain Temple,
R. K. Chemburkar Marg, Chembur (East),
Mumbai, Maharashtra - 400071
CIN: L45200MH1989PLC050688
Website: www.hubtown.co.in
E-mail: investorcell@hubtown.co.in

NOTES:

1. **EXPLANATORY STATEMENT**

   The Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No(s). 3 to 6 of the Notice and the relevant details of the Director as mentioned under Item No. 2 above as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.

2. **SENDING OF NOTICE AND CONDUCT OF ANNUAL GENERAL MEETING**

   a) The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

   b) 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 03, 2024 issued by the Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Report for FY 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 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 Integrated 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.hubtown.co.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively, and on the website of MUFG Intime (agency for providing the Remote e-voting facility) at https://instavote.linkintime.co.in/.

Notice of 38th Annual General Meeting (Contd.)

c) In compliance with the Listing Regulations, the Company has made provision to webcast the proceedings of the AGM on MUFG Intime website. Members can view the live proceedings of the AGM by logging on the InstaMeet website of MUFG Intime at https://instameet.in.mpms.mufg.com by using their secure login credentials.

d) Members can join the AGM through VC/OAVM mode 30 minutes before commencement of the meeting and at any time during the AGM by following the procedure mentioned in the Notice of the AGM which shall remain open for at least 15 minutes after the scheduled time of the meeting.

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

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

g) Institutional/Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send a certified scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to the Company at investorcell@hubtown.co.in to its Registrar and Transfer Agent (RTA) at enotices@in.mpms.mufg.com.

h) The attendance of the Members attending the 38th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

i) As the 38th AGM will be held through VC/OAVM, the facility for appointment of Proxies by the members will not be available for the AGM. Hence, proxy form, attendance slip and route map of the venue are not annexed hereto.

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 investorcell@hubtown.co.in.

4. **UPDATE OF EMAIL ID AND BANK DETAILS:**

a) In terms of Rule 18 of the Companies (Management and Administration) Rules, 2014, the Company may give notice through electronic mode addressing 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 member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email 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 email IDs to update the same. Further, the members holding shares in electronic mode are requested to keep their email addresses updated with the DPs. Members holding shares in the physical mode are also requested to update their email addresses by writing and quoting their folio numbers to the MUFG Intime India Private Limited, Registrar and Transfer Agent of the Company ("RTA") by email to investor.helpdesk@in.mpms.mufg.com or by letter addressed to MUFG Intime India Private Limited, Unit. Hubtown Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083, Maharashtra or to the Company by email to investorcell@hubtown.co.in or by letter addressed to the Company Secretary, Hubtown Limited, Hubtown Seasons, CTS No 469-A, Opp. Jain Temple, R. K. Chemburkar Marg, Chembur (East), Mumbai - 400071, Maharashtra.

b) The Listing Regulations mandate that dividend payments shall be made, using electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS), National Electronic Funds Transfer (NEFT) etc. The Company and the RTA are required to seek relevant bank details of the members from depositories/ members for making payment of dividend in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. In the event, the Company is unable to pay the dividend to any Member directly into their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest possible.

c) 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 DPs 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. 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.

Notice of 38th Annual General Meeting (Contd.)

7. **IMPORTANT SEBI CIRCULARS IN THE INTEREST OF INVESTORS/STAKEHOLDERS**

a) 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 with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.

b) SEBI vide its notification dated June 08, 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective April 01, 2019. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in dematerialised form with any DPs. Therefore, the RTA and the Company have not been accepting any request for the transfer of shares in physical form w.e.f. April 01, 2019.

c) Members may note that as per the provisions of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated March 16, 2023 (being part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024), in supersession of earlier Circular(s) issued in this regard read with SEBI/HO/ MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, as amended from time to time, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details.

d) 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 01, 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.

e) SEBI vide circular dated January 25, 2022 (being part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024), mandated the listed entities to issue securities for the following investor service requests (i) Issue of duplicate securities certificate; (ii) Claim from Unclaimed Suspense Account; (iii) Renewal / Exchange of securities certificate; (iv) Endorsement; (v) Subdivision / Splitting of securities certificate; (vi) Consolidation of securities certificates/folios; (vii) Transmission; (viii) Transposition; in dematerialised form only. Members are advised to take note of the same.

8. **RE-APPOINTMENT OF MR. VYOMESH M. SHAH (DIN: 00009596):**

a) In terms of Section 152 of the Act and the Company's Article and Association, Mr. Vyomesh M. Shah, Managing Director (DIN: 00009596) who retires by rotation at this AGM and being eligible, offers himself for re-appointment. The Board of Directors of the Company has recommended his re-appointment.

b) The additional information in respect of re-appointment of Mr. Vyomesh M. Shah as Managing Director, liable to retire by rotation, pursuant to the provisions of Listing Regulations and the Secretarial Standard on General Meetings, is provided as an **Annexure I** to the Notice.

c) Mr. Vyomesh M. Shah is interested in the Ordinary Business as set out at Item No. 2 of the Notice with respect to his re-appointment. The relatives of Mr. Vyomesh M. Shah may also be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their Relatives are, in any way, concerned or interested, financially or otherwise, for Item No. 2.

9. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**

i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations (as amended), MCA Circulars and SEBI Circulars, the Company is pleased to provide the members, the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by MUFG Intime India Private Limited (MIIPL).

The facility for e-voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

ii. Members whose names are 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. **September 11, 2026,** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired shares and has become a member of the Company after the dispatch of the Notice of the AGM but prior to the cut-off date i.e. **September 11, 2026,** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting period starts on **September 14, 2026** (9.00 a.m. IST) and ends on **September 17, 2026** (5.00 p.m. IST). Remote e-voting shall be disabled by MUFG Intime India Private Limited at 5:00 p.m. on **September 17, 2026** and members shall not be allowed to vote through remote e-voting thereafter. The procedure to login to e-voting website consists of two steps as detailed hereunder.

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v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The Member(s) who have cast their vote by remote e-voting prior to the AGM, may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

vii. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **September 11, 2026.**

viii. The Board of Directors of the Company has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the voting process, in a fair and transparent manner. The Company has engaged the services of MUFG Intime India Private Limited, Registrar and Share Transfer Agents (RTA) of the Company as the agency to provide e-voting facility.

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

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

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) 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.

d) 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 General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) 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.

d) 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 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:

a) On the Shareholders VC page, click on link "Cast your vote".

b) 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.

c) Click on 'Submit'.

d) 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'.

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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.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) 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.

d) 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:

a) 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

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. 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.

Google Play | App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) 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.

d) 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.

e) 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 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) 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.

e) 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 registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) 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:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) 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.

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.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) 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 to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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

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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:

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

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 'D' above

   * Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' 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.

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

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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

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) 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".

d) Enter "16-digit Demat Account No.".

e) 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'.

f) 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

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) 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).

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:

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

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Forgot Password:

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 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.
* Click **"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
* Click **"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".

10. DECLARATION OF RESULTS ON THE RESOLUTIONS:

i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/ have been carried or not. This report shall be submitted to the Chairperson, or a person authorised by him, in writing, who shall countersign the same.

ii. The results shall be declared after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.hubtown.co.in within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website https://instavote.linkintime.co.in. The said results shall also be displayed at the registered office of the Company.

11. Members may note that the Notice will also be available on the Company's website www.hubtown.co.in, RTA's website https://instavote.linkintime.co.in; websites of the stock exchanges i.e. BSE Limited at www.bseindia.com and also National Stock Exchange of India Ltd. at www.nseindia.com.

Annexure to the Notice

STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ('THE ACT')

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated August 03, 2026 and necessary information:

In respect of Item No. 3

The resolution contained in the agenda of the Notice is to enable the Company raising of funds, inter alia, by way of issuance of Foreign Currency Convertible Bond (FCCB)/ External Commercial Borrowings (ECB)/ convertible bonds/ debentures/ warrants or any other equity linked securities and/ or any other securities including through preferential issue on a private placement basis including share swap or any other methods or combinations thereof, listed or unlisted, for an amount not exceeding USD 150 Million (US Dollar One Hundred Fifty Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to such approvals as may be required including that of shareholders / regulatory and statutory approvals.

In accordance with approvals granted by the RBI from time to time, and subject to ECB guidelines and applicable laws in force, The Company intends to raise funds for (1) the expansion and operational requirements of the Company's real estate activities, including acquisition of land and development rights, construction and development costs, statutory approvals, working capital, and other project-related and operational expenses; (2) Repayment or pre-payment, in full or in part, of certain or all of the borrowings availed by the Company or any of its subsidiaries or any of its associates or group companies; (3) Funding inorganic growth through unidentified acquisitions; (4) General corporate purpose. This initiative is designed to strengthen the Company's growth and ultimately delivering maximum value to its stakeholders. Hence, the Board believes that the Company should have necessary approvals now for accessing various opportunities for growth capital / fund raising at this juncture to be well placed to take advantage of emerging growth opportunities. (5) any other end-use permitted under the applicable ECB regulations, as amended or modified from time to time.

The Board has therefore approved a pool size not exceeding US$ 150 Million (US Dollar One Hundred Fifty Million) to achieve the abovementioned goals. The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed enabling Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws.

For the purposes of clarity: (a) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/ or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

Issuance of Securities may result in the issuance to investors who may or may not be the members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended ("Act") and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders / Trustees for the holders of the said securities. In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders. The Board believes that the issue of Securities of the Company is in the best interest of the Company and 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 the resolution set out at Item No. 3 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

Annexure to the Notice (Contd.)

In respect of Item No. 4

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit and Compliance Committee, is required to appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as cost auditor. The remuneration of the cost auditor is required to be recommended by Audit and Compliance Committee, approved by the Board of Directors and ratified by the members. On recommendation of Audit and Compliance Committee at its meeting held on May 14, 2026, the Board has considered and approved appointment of M/s. Shekhar Joshi & Co., Cost Accountants (Firm Registration No. 100448) for conducting the audit of the Company's cost records for financial year 2026-27 at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.

Your Directors recommend the resolutions set out at item no. 4 to be passed as ordinary resolutions by the members for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested financially or otherwise in the resolution as set out at Item No. 4.

In respect of Item No. 5

Section 188 of the Companies Act, 2013 (the **"Companies Act"**) read with Rules 15 and 16 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time ("the Rules") prescribe the procedure for approval of related party transaction(s).

Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") provides that all material related party transactions and subsequent material modifications as defined by the Audit and Compliance Committee under sub-regulation (2) shall require prior approval of the shareholders by means of an Ordinary Resolution, even if such transaction(s) are in ordinary course of business and at arm's length basis. Further, the Explanation to Regulation 23 (1) of the Listing Regulations provides that, a transaction with a related party shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of these regulations.

The proviso to Section 188 (1) of the Companies Act also states that nothing in Section 188 (1) of the Companies Act will apply to any transaction entered into with a related party by the Company in its ordinary course of business and on arm's length basis.

Based on the provisions of Section 188 of the Companies Act and the Rules and Regulation 23 of the Listing Regulations, the Audit and Compliance Committee and the Board of the Company have approved the proposed transactions detailed in the resolution at Item No. 5 of the accompanying notice.

The below transactions were approved by the Audit and Compliance Committee and the Board, as the same are in the interest of the Company.

In terms of SEBI Circular dated October 13, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

A1. Transactions between the Company and Joynest Premises Private Limited

Sl. No.	Particulars of the Information	Information provided by the Management
A.	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Joynest Premises Private Limited ("JPPL")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	JPPL is engaged in the business of real estate development and related activities.
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:	JPPL is a Subsidiary of the Company.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 62.07% in JPPL.
	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).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations). While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances, Rent</td><td>86.04</td></tr><tr><td>2</td><td>Guarantee issued</td><td>150.00</td></tr></table>
<table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Promotional & Other Expenses – (between Rare Townships Private Limited & JPPL)</td><td>0.01</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>10.04</td></tr><tr><td>2</td><td>Loans & advances received</td><td>15.87</td></tr><tr><td>3</td><td>Other Incomes (Rent)</td><td>0.02</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 450 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>110.17%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>371.93%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Turnover</td><td>120.99</td></tr><tr><td>2</td><td>Profit After Tax</td><td>5.70</td></tr><tr><td>3</td><td>Net worth</td><td>90.04</td></tr></table>
Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Extension/receipt of loans & advances for project-related transactions;
2. Payment towards leave and license fees;
3. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and JPPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:
1. Extension/receipt of loans & advances for project-related transactions;
2. Payment towards leave and license fees;
3. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 450 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	150 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No
B(4)	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee is being provided in connection with the business and/or project-related funding requirements of JPPL, a related party of the Company. The guarantee is intended to facilitate the related party in obtaining/continuing the requisite financial facilities for its business/project requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked;	The guarantee shall be governed by the terms and conditions agreed with the lender/beneficiary. No commission/fee is proposed to be received by the Company, unless otherwise specifically agreed. In the event of invocation of the guarantee, the Company shall have the contractual right to recover the amount paid pursuant to such invocation from JPPL, together with applicable interest/costs, in accordance with the underlying agreements and applicable law.

ANNEXURE TO THE NOTICE (CONTD.)

Sl. No.	Particulars of the Information	Information provided by the Management
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee shall be up to ₹ 300 crores, being the maximum amount guaranteed by the Company. Based on the information presently available, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee.
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C3	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party **Note:** a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	JPPL does not have any standalone credit rating as on the date of this disclosure.
2	Details of solvency status and going concern status of the related party during the last three financial years:	JPPL has a positive net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity.
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee is up to ₹ 300 crores. Based on the information available and the terms of the proposed transaction, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee as on the date of this disclosure.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. **Note:** This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. **Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

Annexure to the Notice (Contd.)

A2. Transactions between the Company and Rare Townships Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Rare Townships Private Limited ("RTPL")</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>RTPL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>RTPL is a Subsidiary of the Company.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 72.22% in RTPL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).

While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances, Rent</td><td>28.92</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Purchase of Material (between RTPL & Hubtown Bus Terminal (Mehsana) Private Limited)</td><td>0.15</td></tr>
<tr><td>2</td><td>Purchase of Material (between RTPL & Hubtown Bus Terminal (Ahmedabad) Private Limited)</td><td>0.09</td></tr>
<tr><td>3</td><td>Promotional & Other Expenses (between RTPL & JPPL)</td><td>0.01</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY2026-27</th></tr>
<tr><td>1</td><td>Loans & advances given</td><td>10.74</td></tr>
<tr><td>2</td><td>Loans & advances received</td><td>1.08</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 1000 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>244.81%</td></tr>
</table>

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>250000%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>0.40</td></tr><tr><td>Profit After Tax</td><td>(13.94)</td></tr><tr><td>Net worth</td><td>147.56</td></tr></table>
Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td>Basic details of the proposed transaction</td><td></td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and RTPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:
1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 1000 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>NA</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
<tr><td>B</td><td colspan="2">Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</td></tr>
<tr><td>B(1)</td><td colspan="2">Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	250 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No
B(4)	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee is being provided in connection with the business and/or project-related funding requirements of RTPL, a related party of the Company. The guarantee is intended to facilitate the related party in obtaining/continuing the requisite financial facilities for its business/project requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked;	The guarantee shall be governed by the terms and conditions agreed with the lender/beneficiary. No commission/fee is proposed to be received by the Company, unless otherwise specifically agreed. In the event of invocation of the guarantee, the Company shall have the contractual right to recover the amount paid pursuant to such invocation from RTPL, together with applicable interest/costs, in accordance with the underlying agreements and applicable law.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee shall be up to ₹ 750 crores, being the maximum amount guaranteed by the Company. Based on the information presently available, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee.
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C3	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party **Note:** a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	RTPL does not have any standalone credit rating as on the date of this disclosure.
2	Details of solvency status and going concern status of the related party during the last three financial years:	RTPL has a positive net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity.
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee is up to ₹ 750 crores. Based on the information available and the terms of the proposed transaction, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee as on the date of this disclosure.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. **Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

A3. Transactions between the Company and Twenty Five Estates Development Limited (Formerly known as Citygold Education Research Limited)

Sl. No.	Particulars of the Information	Information provided by the Management
A.	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Twenty Five Estates Development Limited ("TFEDL") (Formerly known as Citygold Education Research Limited)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	TFEDL is engaged in the business of real estate development and related activities.
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:	TFEDL is a wholly owned Subsidiary of the Company.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 100% equity stake in TFEDL.
	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).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations). While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL

ANNEXURE TO THE NOTICE (CONTD.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A(3)</td><td>Details of previous transactions with the related party</td><td></td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances</td><td>50.50</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances (between TFEDL & Twenty Five Estates Realty Private Limited)</td><td>0.35</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY2026-27</th></tr>
<tr><td>1</td><td>Loans & advances given</td><td>6.02</td></tr>
<tr><td>2</td><td>Loans & advances received</td><td>24.51</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY2026-27</th></tr>
<tr><td>1</td><td>Loans & advances (between TFEDL & Twenty Five Estates Realty Private Limited)</td><td>0.50</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 400 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>97.93%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>16528.93%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr>
<tr><td>Turnover</td><td>2.42</td></tr>
<tr><td>Profit After Tax</td><td>(1.64)</td></tr>
<tr><td>Net worth</td><td>(23.57)</td></tr>
</table>
Explanations: The above information is given on standalone basis.
</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and TFEDL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:
1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 400 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	150 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No
B(4)	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee is being provided in connection with the business and/or project-related funding requirements of TFEDL, a related party of the Company. The guarantee is intended to facilitate the related party in obtaining/continuing the requisite financial facilities for its business/project requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked;	The guarantee shall be governed by the terms and conditions agreed with the lender/beneficiary. No commission/fee is proposed to be received by the Company, unless otherwise specifically agreed. In the event of invocation of the guarantee, the Company shall have the contractual right to recover the amount paid pursuant to such invocation from TFEDL, together with applicable interest/costs, in accordance with the underlying agreements and applicable law.

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee shall be up to ₹ 250 crores, being the maximum amount guaranteed by the Company. Based on the information presently available, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee.
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C3	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party **Note:** a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	TFEDL does not have any standalone credit rating as on the date of this disclosure.
2	Details of solvency status and going concern status of the related party during the last three financial years:	TFEDL has a negative net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity.
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee is up to ₹ 250 crores. Based on the information available and the terms of the proposed transaction, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee as on the date of this disclosure.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. **Note**: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

ANNEXURE TO THE NOTICE (CONTD.)

Sl. No.	Particulars of the Information	Information provided by the Management
	Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

A4. Transactions between the Company and Citywood Builders Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Citywood Builders Private Limited (“CBPL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>CBPL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>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:</td><td>CBPL is a wholly owned subsidiary of the Company.</td></tr>
<tr><td></td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 100% (Including through Nominees) in CBPL.</td></tr>
<tr><td></td><td>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).</td><td>NA</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances</td><td>18.25</td></tr></table><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances (between TFERPL &TFEDL)</td><td>0.02</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1FY2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>19.69</td></tr><tr><td>2</td><td>Loans & advances received</td><td>32.60</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
</table>

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 100 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>24.48%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>1166.86%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>8.57</td></tr><tr><td>Profit After Tax</td><td>(20.87)</td></tr><tr><td>Net worth</td><td>(48.61)</td></tr></table>Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Extension/receipt of loans & advances for project-related transactions;</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and CBPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:

Extension/receipt of loans & advances for project-related transactions</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 100 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>NA</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	100 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No

A5. Transactions between the Company and Twenty Five Estates Realty Private Limited (Formerly known as Diviniti Projects Private Limited)

Sl. No.	Particulars of the Information	Information provided by the Management
A.	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	Twenty Five Estates Realty Private Limited ("TFERPL") (Formerly known as Diviniti Projects Private Limited)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	TFERPL is engaged in the business of real estate development and related activities.
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:	TFERPL is a wholly owned Subsidiary of the Company.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 100% (Including through Nominees) in TFERPL.
	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).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations). While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL
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. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	(see tables below)

SN	Category	Amount (₹ crore) FY2025-26
1	Loans & advances	32.55
2	Guarantee issued	122.00

SN	Category	Amount (₹ crore) FY2025-26
1	Loans & advances (between TFERPL &TFEDL)	0.35

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore)
Q1 FY 2026-27</th></tr>
<tr><td>1</td><td>Loans & advances given</td><td>3.12</td></tr>
<tr><td>2</td><td>Loans & advances received</td><td>8.04</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore)
Q1 FY 2026-27</th></tr>
<tr><td>1</td><td>Loans & advances
(between TFERPL & TFEDL)</td><td>0.50</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 200 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>48.96%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>Turnover of Related Party is NIL</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>
<table>
<tr><th>Particulars</th><th>Amount (₹ crore)
for FY2024-25</th></tr>
<tr><td>Turnover</td><td>NIL</td></tr>
<tr><td>Profit After Tax</td><td>(0.10)</td></tr>
<tr><td>Net worth</td><td>5.03</td></tr>
</table>
Explanations: The above information is given on standalone basis.
</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and TFERPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:
1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 200 crores. Approval of the Members is being sought for material RPTs for FY27</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	75 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No
B(4)	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee is being provided in connection with the business and/or project-related funding requirements of TFERPL, a related party of the Company. The guarantee is intended to facilitate the related party in obtaining/continuing the requisite financial facilities for its business/project requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked;	The guarantee shall be governed by the terms and conditions agreed with the lender/beneficiary. No commission/fee is proposed to be received by the Company, unless otherwise specifically agreed. In the event of invocation of the guarantee, the Company shall have the contractual right to recover the amount paid pursuant to such invocation from TFERPL, together with applicable interest/costs, in accordance with the underlying agreements and applicable law
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee shall be up to ₹ 125 crores, being the maximum amount guaranteed by the Company. Based on the information presently available, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee.

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C3	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party **Note:** a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	TFERPL does not have any standalone credit rating as on the date of this disclosure.
2	Details of solvency status and going concern status of the related party during the last three financial years:	TFERPL has a positive net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity.
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee is up to ₹ 125 crores. Based on the information available and the terms of the proposed transaction, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee as on the date of this disclosure.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. I**n addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. **Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No
	FY 2024-25	
	FY 2023-24	
	FY 2022-23	

Annexure to the Notice (Contd.)

A6. Transactions between the Company and Hubtown Bus Terminal (Ahmedabad) Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Hubtown Bus Terminal (Ahmedabad) Private Limited (“HBTAPL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>HBTAPL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td>1</td><td>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:</td><td>HBTAPL is a Subsidiary of the Company.</td></tr>
<tr><td></td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 99.99% in HBTAPL</td></tr>
<tr><td></td><td>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).</td><td>NA</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).

While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td></td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances</td><td>27.31</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Vadodara) Private Limited)</td><td>0.08</td></tr>
<tr><td>2</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Mehsana) Private Limited)</td><td>0.22</td></tr>
<tr><td>3</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Vadodara) Private Limited)</td><td>0.21</td></tr>
<tr><td>4</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Mehsana) Private Limited)</td><td>4.79</td></tr>
<tr><td>5</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Adajan) Private Limited)</td><td>2.06</td></tr>
<tr><td>6</td><td>Sale of Material (by HBTAPL to RTPL)</td><td>0.15</td></tr>
<tr><td>7</td><td>Purchase of Material (by HBTAPL from Hubtown Bus Terminal (Adajan) Private Limited)</td><td>0.25</td></tr>
<tr><td>8</td><td>Others (between HBTAPL & Hubtown Bus Terminal (Adajan) Private Limited)</td><td>0.001</td></tr>
<tr><td>9</td><td>Others (between HBTAPL & Hubtown Bus Terminal (Vadodara) Private Limited)</td><td>0.24</td></tr>
<tr><td>10</td><td>Others (between HBTAPL & Hubtown Bus Terminal (Mehsana) Private Limited)</td><td>0.02</td></tr>
</table>
</td></tr>
</table>

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore)
Q1 FY 2026-27</th></tr>
<tr><td>1</td><td>Loans & advances given</td><td>2.10</td></tr>
<tr><td>2</td><td>Loans & advances received</td><td>0.20</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore)
Q1 FY 2026-27</th></tr>
<tr><td>1</td><td>Loans & advances (between HBTAPL & Vega Developers Private Limited)</td><td>0.03</td></tr>
<tr><td>2</td><td>Loans & advances (between HBTAPL & Gujarat Akruti TCG Biotech Limited)</td><td>0.11</td></tr>
<tr><td>3</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Vadodara) Private Limited)</td><td>0.77</td></tr>
<tr><td>4</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Mehsana) Private Limited)</td><td>0.40</td></tr>
<tr><td>5</td><td>Loans & advances (between HBTAPL & Hubtown Bus Terminal (Adajan) Private Limited)</td><td>0.43</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 75 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>18.36%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>1091.70%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>Amount (₹ crore)
for FY2024-25</th></tr>
<tr><td>Turnover</td><td>6.87</td></tr>
<tr><td>Profit After Tax</td><td>0.08</td></tr>
<tr><td>Net worth</td><td>118.20</td></tr>
</table>
Explanations: The above information is given on standalone basis.
</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
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.)	Extension/receipt of loans & advances for project-related transactions.
2	Details of the proposed transactions	The proposed Related Party Transactions to be entered into between the Company and HBTAPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: Extension/receipt of loans & advances for project-related transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 75 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	NA
	b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	75 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No

Annexure to the Notice (Contd.)

A7 Transactions between the Company and Twenty Five Downtown Realty Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Twenty Five Downtown Realty Limited (“TFDRL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>TFDRL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>TFDRL is an Associate of the Company.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 25% (Including through Nominees) in TFDRL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).

Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).

While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.

Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances</td><td>428.30</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>5.29</td></tr><tr><td>2</td><td>Loans & advances received</td><td>26.49</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 1000 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>244.81%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>Turnover of Related Party is NIL</td></tr>
</table>

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Profit After Tax</td><td>(16.87)</td></tr><tr><td>Net worth</td><td>(50.72)</td></tr></table>**Explanations:** The above information is given on standalone basis.</td></tr>
<tr><td>**A(5)**</td><td colspan="2">**Basic details of the proposed transaction**</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and TFDRL shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis. These include:
Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 1000 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>Mr. Vyomesh Shah</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
<tr><td>**B**</td><td colspan="2">**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td rowspan="2">NA</td></tr>
<tr><td>2</td><td>Basis of determination of price.</td></tr>
<tr><td rowspan="4">3</td><td colspan="2">In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</td></tr>
<tr><td>a. Amount of trade advance</td><td>1000 crores</td></tr>
<tr><td>b. Tenure</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>c. Whether same is self-liquidating?</td><td>No</td></tr>
</table>

Annexure to the Notice (Contd.)

A8. Transactions between the Company and Sunstream City Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Sunstream City Private Limited ("SCPL")</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>SCPL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>SCPL is a Joint Venture of the Company.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 40.67% in SCPL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances</td><td>4.95</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>0.15</td></tr><tr><td>2</td><td>Loans & advances received</td><td>0.02</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 250 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>61.20%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>Turnover of Related Party is NIL</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
6	Financial performance of the related party for the immediately preceding financial year.	Particulars: Amount (₹ crore) for FY2024-25 Turnover: NIL Profit After Tax: (0.14) Net worth: (9.20) **Explanations:** The above information is given on standalone basis.
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.)	Extension/receipt of loans & advances for project-related transactions.
2	Details of the proposed transactions	The proposed Related Party Transactions to be entered into between the Company and TFDRL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: Extension/receipt of loans & advances for project-related transactions
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 250 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	250 crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No

Annexure to the Notice (Contd.)

A9. Transactions between the Company and 25 West Realty Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>25 West Realty Private Limited ("25 West")</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>25 West is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>25 West - An enterprise owned and significantly influenced by the Promoter Group of the Listed Entity.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company do not hold any equity shares in 25 West.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances</td><td>82.59</td></tr></table><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances (between JPPL & 25 West)</td><td>0.54</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>0.04</td></tr><tr><td>2</td><td>Loans & advances received</td><td>0.04</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 250 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>61.20%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
</table>

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>5</td><td>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.</td><td>Turnover of Related Party is NIL</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Profit After Tax</td><td>(4.74)</td></tr><tr><td>Net worth</td><td>(18.19)</td></tr></table>
Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and 25 West shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:

Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 250 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>NA</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
<tr><td>B</td><td colspan="2">Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</td></tr>
<tr><td>B(1)</td><td colspan="2">Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td rowspan="2">NA</td></tr>
<tr><td>2</td><td>Basis of determination of price.</td></tr>
<tr><td rowspan="4">3</td><td colspan="2">In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</td></tr>
<tr><td>a. Amount of trade advance</td><td>250 Crores</td></tr>
<tr><td>b. Tenure</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>c. Whether same is self-liquidating?</td><td>No</td></tr>
</table>

Annexure to the Notice (Contd.)

A10. Transactions between the Company and Twenty Five South Realty Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Twenty Five South Realty Limited (“TFSRL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>TFSRL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>TFSRL - An enterprise indirectly owned and or controlled by the Promoter Group of the Listed Entity.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>NIL</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>NA</td><td>NIL</td></tr></table><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Payment towards Services rendered (between RTPL & TFSRL)</td><td>0.04</td></tr><tr><td>2</td><td>Sale of Fixed Assets (between JPPL & TFSRL)</td><td>0.02</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td>NIL</td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 250 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>61.20%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
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.	508.65%
6	Financial performance of the related party for the immediately preceding financial year.	**Particulars** — **Amount (₹ crore) for FY2024-25** Turnover — 49.15 Profit After Tax — 182.23 Net worth — (406.01) **Explanations:** The above information is given on consolidated basis.
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.)	Extension/receipt of loans & advances for project-related transactions.
2	Details of the proposed transactions	The proposed Related Party Transactions to be entered into between the Company and TFSRL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: Extension/receipt of loans & advances for project-related transactions
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 250 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	250 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No

ANNEXURE TO THE NOTICE (CONTD.)

A11. Transactions between the Company and Rising Glory Developers

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Rising Glory Developers (“RGD”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>RGD (A partnership firm) is engaged in the business of Real estate.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>The Company is a partner in RGD.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>NIL</td></tr>
<tr><td>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).</td><td>Yes (25%)</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>No</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Partners Contribution</td><td>61.42</td></tr><tr><td>2</td><td>Partners withdrawal</td><td>81.26</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>37.65</td></tr><tr><td>2</td><td>Loans & advances received</td><td>4.68</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 150 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>36.72%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>Turnover of Related Party is NIL</td></tr>
</table>

ANNEXURE TO THE NOTICE (CONTD.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Profit After Tax</td><td>(0.08)</td></tr><tr><td>Net worth</td><td>1.46</td></tr></table>Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and RGD shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis. These include:
Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 150 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>NA</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
<tr><td>B</td><td colspan="2">Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</td></tr>
<tr><td>B(1)</td><td colspan="2">Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td rowspan="2">NA</td></tr>
<tr><td>2</td><td>Basis of determination of price.</td></tr>
<tr><td rowspan="4">3</td><td colspan="2">In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</td></tr>
<tr><td>a. Amount of trade advance</td><td>150 Crores</td></tr>
<tr><td>b. Tenure</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>c. Whether same is self-liquidating?</td><td>No</td></tr>
</table>

Annexure to the Notice (Contd.)

A12. Transactions between the Company and Amazia Developers Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Amazia Developers Private Limited (“ADPL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>ADPL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>ADPL - An enterprise owned and significantly influenced by the Promoter Group of the Listed Entity.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company do not hold any equity shares in ADPL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances</td><td>82.51</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr>
<tr><td>1</td><td>Loans & advances (between ADPL & Vinca Developers Private Limited)</td><td>0.002</td></tr>
<tr><td>2</td><td>Loans & advances (between ADPL & Rubix Trading Private Limited)</td><td>0.007</td></tr>
<tr><td>3</td><td>Loans & advances (between ADPL & Citygold Education Research Limited)</td><td>0.012</td></tr>
</table>
</td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr>
<tr><td>1</td><td>Loans & advances given</td><td>2.92</td></tr>
</table>
<table>
<tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr>
<tr><td>1</td><td>Loans & advances (between ADPL & Rubix Trading Private Limited)</td><td>0.001</td></tr>
<tr><td>2</td><td>Loans & advances (between ADPL & Citygold Education Research Limited)</td><td>0.036</td></tr>
</table>
</td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 100 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	24.48%
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).	NA
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.	5555.56%
6	Financial performance of the related party for the immediately preceding financial year.	Particulars / Amount (₹ crore) for FY2024-25: Turnover: 1.80 Profit After Tax: (2.60) Net worth: 79.04 Explanations: The above information is given on standalone basis.
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.)	Extension/receipt of loans & advances for project-related transactions.
2	Details of the proposed transactions	The proposed Related Party Transactions to be entered into between the Company and ADPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: Extension/receipt of loans & advances for project-related transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 100 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	100 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No

ANNEXURE TO THE NOTICE (CONTD.)

A13. Transactions between the Company and Heet Builders Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Heet Builders Private Limited ("HBPL")</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>HBPL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>HBPL - An enterprise owned and significantly influenced by the Promoter Group of the Listed Entity.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company do not hold any equity shares in HBPL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances</td><td>110.17</td></tr></table><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances (between HBPL & Vishal Techno Commerce Limited)</td><td>14.02</td></tr><tr><td>2</td><td>Loans & advances (between HBPL & Vishal Techno Commerce Limited)</td><td>34.01</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr><tr><td>1</td><td>Loans & advances received</td><td>0.50</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 100 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>24.48%</td></tr>
</table>

Annexure to the Notice (Contd.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>60.81%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>164.43</td></tr><tr><td>Profit After Tax</td><td>(266.11)</td></tr><tr><td>Net worth</td><td>(314.44)</td></tr></table>
Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and HBPL shall comprise transactions undertaken in the ordinary course of business and on an arm’s length basis. These include:
Extension/receipt of loans & advances for project-related transactions.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 100 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>NA</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
<tr><td>B</td><td colspan="2">Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</td></tr>
<tr><td>B(1)</td><td colspan="2">Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td rowspan="2">NA</td></tr>
<tr><td>2</td><td>Basis of determination of price.</td></tr>
<tr><td rowspan="4">3</td><td colspan="2">In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</td></tr>
<tr><td>a. Amount of trade advance</td><td>100 Crores</td></tr>
<tr><td>b. Tenure</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>c. Whether same is self-liquidating?</td><td>No</td></tr>
</table>

Annexure to the Notice (Contd.)

A14. Transactions between the Company and Higenwatt Private Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Higenwatt Private Limited (“HPL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>HPL is engaged in the business of generation, production, purchase, sale, trading, import/export and distribution of electricity and other forms of energy.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>HPL - An enterprise owned and significantly influenced by the Promoter Group of the Listed Entity.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company do not hold any equity shares in HPL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>NA</td><td>NIL</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr><tr><td>1</td><td>Loans & advances received</td><td>0.002</td></tr><tr><td>2</td><td>Others</td><td>0.003</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 100 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>24.48%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>Turnover of Related Party is NIL</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
6	Financial performance of the related party for the immediately preceding financial year.	Particulars / Amount (₹ crore) for FY 2024-25: Turnover: NIL Profit After Tax: (0.03) Net worth: 0.15 **Explanations:** The above information is given on standalone basis.
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.)	Extension/receipt of loans & advances for project-related transactions.
2	Details of the proposed transactions	The proposed Related Party Transactions to be entered into between the Company and HPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: Extension/receipt of loans & advances for project-related transactions.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 100 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	100 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No

Annexure to the Notice (Contd.)

A15. Transactions between the Company and Vishal Techno Commerce Limited

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>A.</td><td colspan="2">Details of the related party and transactions with the related party</td></tr>
<tr><td>A(1)</td><td colspan="2">Basic details of the related party</td></tr>
<tr><td>1</td><td>Name of the related party</td><td>Vishal Techno Commerce Limited (“VTCL”)</td></tr>
<tr><td>2</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3</td><td>Nature of business of the related party</td><td>VTCL is engaged in the business of real estate development and related activities.</td></tr>
<tr><td>A(2)</td><td colspan="2">Relationship and ownership of the related party</td></tr>
<tr><td rowspan="4">1</td><td>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:</td><td>VTCL is a wholly owned Subsidiary of the Company.</td></tr>
<tr><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 100% (including through Nominees) in VTCL.</td></tr>
<tr><td>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).</td><td>NA</td></tr>
<tr><td>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).
Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations).
While calculating indirect shareholding, shareholding held by relatives shall also be considered.</td><td>NIL</td></tr>
<tr><td>A(3)</td><td colspan="2">Details of previous transactions with the related party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>Loans & advances</td><td>69.38</td></tr></table></td></tr>
<tr><td>2</td><td>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. (crore including GST)</td><td><table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) Q1 FY 2026-27</th></tr><tr><td>1</td><td>Loans & advances given</td><td>2.91</td></tr></table></td></tr>
<tr><td>3</td><td>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.</td><td>No</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transactions</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)</td><td>Upto 100 Crores</td></tr>
<tr><td>2</td><td>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?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>24.48%</td></tr>
<tr><td>4</td><td>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).</td><td>NA</td></tr>
<tr><td>5</td><td>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.</td><td>500000%</td></tr>
</table>

ANNEXURE TO THE NOTICE (CONTD.)

<table>
<tr><th>Sl. No.</th><th>Particulars of the Information</th><th>Information provided by the Management</th></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td><table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>0.02</td></tr><tr><td>Profit After Tax</td><td>0.21</td></tr><tr><td>Net worth</td><td>18.74</td></tr></table>Explanations: The above information is given on standalone basis.</td></tr>
<tr><td>A(5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>2</td><td>Details of the proposed transactions</td><td>The proposed Related Party Transactions to be entered into between the Company and VTCL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include:
1. Extension/receipt of loans & advances for project-related transactions;
2. Providing / Giving of Guarantees, Securities or Indemnities.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>4</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5</td><td>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.</td><td>Value of transactions for FY27 is ₹ 100 crores. Approval of the Members is being sought for material RPTs for FY27.</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.</td></tr>
<tr><td rowspan="3">7</td><td colspan="2">Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</td></tr>
<tr><td>Name of the director / KMP</td><td>NA</td></tr>
<tr><td>Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party</td><td>NIL</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>NA</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>NA</td></tr>
<tr><td>B</td><td colspan="2">Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A</td></tr>
<tr><td>B(1)</td><td colspan="2">Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
<tr><td>1</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td rowspan="2">NA</td></tr>
<tr><td>2</td><td>Basis of determination of price.</td></tr>
<tr><td rowspan="4">3</td><td colspan="2">In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</td></tr>
<tr><td>a. Amount of trade advance</td><td>25 Crores</td></tr>
<tr><td>b. Tenure</td><td>12 Months (w.e.f. from 1st April 2026)</td></tr>
<tr><td>c. Whether same is self-liquidating?</td><td>No</td></tr>
</table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
B4	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee is being provided in connection with the business and/or project-related funding requirements of VTCL, a related party of the Company. The guarantee is intended to facilitate the related party in obtaining/continuing the requisite financial facilities for its business/project requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked;	The guarantee shall be governed by the terms and conditions agreed with the lender/beneficiary. No commission/fee is proposed to be received by the Company, unless otherwise specifically agreed. In the event of invocation of the guarantee, the Company shall have the contractual right to recover the amount paid pursuant to such invocation from VTCL, together with applicable interest/costs, in accordance with the underlying agreements and applicable law.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee shall be up to ₹ 75 crores, being the maximum amount guaranteed by the Company. Based on the information presently available, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee.
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C3	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	VTCL does not have any standalone credit rating as on the date of this disclosure.
2	Details of solvency status and going concern status of the related party during the last three financial years:	VTCL has a positive net worth and has not filed for insolvency. It operates as a going concern, with no intention or necessity to liquidate the entity.
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee is up to ₹ 75 crores. Based on the information available and the terms of the proposed transaction, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee as on the date of this disclosure.

ANNEXURE TO THE NOTICE (CONTD.)

Sl. No.	Particulars of the Information	Information provided by the Management
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. **Note:** This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016 **Note:** Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	No
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

A16. Transactions between the Company and 25 Chalets Private Limited

Sl. No.	Particulars of the Information	Information provided by the Management
A.	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1	Name of the related party	25 Chalets Private Limited ("25 Chalets")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	25 Chalets is engaged in the business of real estate development and related activities.
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:	25 Chalets is a wholly owned Subsidiary of the Company.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 100% (including through Nominees) in 25 Chalets.
	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).	NA
	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). **Explanation:** Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/related party has control (as defined under SEBI Listing Regulations). While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NIL
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. **Explanation:** Details need to be disclosed separately for listed entity and its subsidiary.	<table><tr><th>SN</th><th>Category</th><th>Amount (₹ crore) FY2025-26</th></tr><tr><td>1</td><td>NA</td><td>NIL</td></tr></table>

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
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. (crore including GST)	NIL
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.	No
A(4)	**Amount of the proposed transactions**	
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. (₹ crore including GST)	Upto 400 Crores
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?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	97.93%
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).	NA
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.	NA
6	Financial performance of the related party for the immediately preceding financial year.	<table><tr><th>Particulars</th><th>Amount (₹ crore) for FY2024-25</th></tr><tr><td>Turnover</td><td>NA</td></tr><tr><td>Profit After Tax</td><td>NA</td></tr><tr><td>Net worth</td><td>NA</td></tr></table> **Explanations:** The above information is given on standalone basis.
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.)	1. Extension/receipt of loans & advances for project-related transactions; 2. Providing / Giving of Guarantees, Securities or Indemnities.
2	Details of the proposed transactions	The proposed Related Party Transactions to be entered into between the Company and 25 Chalets shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis. These include: 1. Extension/receipt of loans & advances for project-related transactions; 2. Providing / Giving of Guarantees, Securities or Indemnities.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	12 Months (w.e.f. from 1st April 2026)
4	Whether omnibus approval is being sought?	Yes
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 transactions for FY27 is ₹ 400 crores. Approval of the Members is being sought for material RPTs for FY27.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction(s) are in the ordinary course of business and are proposed to be undertaken on an arm's length basis. The transaction(s) are intended to facilitate project execution and operational requirements, enable efficient utilization of resources and support the business objectives of the Company. Accordingly, the proposed transaction(s) are in the interest of the Company and its shareholders.

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control.	
	Name of the director / KMP	NA
	Shareholding of the director / KMP/ partner, whether direct or indirect, in the related party	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9	Other information relevant for decision making.	NA
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2	Basis of determination of price.	
3	In case of trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of trade advance	100 Crores
	b. Tenure	12 Months (w.e.f. from 1st April 2026)
	c. Whether same is self-liquidating?	No
B4	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed guarantee is being provided in connection with the business and/or project-related funding requirements of 25 Chalets, a related party of the Company. The guarantee is intended to facilitate the related party in obtaining/continuing the requisite financial facilities for its business/project requirements.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked;	The guarantee shall be governed by the terms and conditions agreed with the lender/beneficiary. No commission/fee is proposed to be received by the Company, unless otherwise specifically agreed. In the event of invocation of the guarantee, the Company shall have the contractual right to recover the amount paid pursuant to such invocation from 25 Chalets, together with applicable interest/costs, in accordance with the underlying agreements and applicable law.
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee shall be up to ₹ 300 crores, being the maximum amount guaranteed by the Company. Based on the information presently available, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee.
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C3	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	

Annexure to the Notice (Contd.)

Sl. No.	Particulars of the Information	Information provided by the Management
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party **Note:** a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	25 Chalets does not have any standalone credit rating as on the date of this disclosure.
2	Details of solvency status and going concern status of the related party during the last three financial years:	25 Chalets has recently been incorporated and, accordingly, financial information for the last three financial years is not available. No insolvency proceedings have been initiated or filed against the entity. Based on the information available as on the date of this Notice, the entity is expected to continue as a going concern.
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The value of obligations undertaken by the Company pursuant to the proposed guarantee is up to ₹ 300 crores. Based on the information available and the terms of the proposed transaction, no provision is required to be made in the books of account of the Company in respect of the proposed guarantee as on the date of this disclosure.
4	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. **In addition, state the following:** a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016 **Note**: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	NA
	FY 2024-2025	
	FY 2023-2024	
	FY 2022-2023	

The Board recommends the ordinary resolution as set out in Item No. 5 of the accompanying Notice for approval by unrelated shareholders of the Company in terms of Section 188 (3) of the Companies Act and Regulation 23 of the Listing Regulations.

Except the Promoter, Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel, no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

The Members may note that in terms of the provisions of the Listing Regulations, no 'related party' shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a related party to the particular transaction or not.

Annexure to the Notice (Contd.)

In respect of Item No. 6

Pursuant to the provisions of Regulation 23(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a related party transaction to which a subsidiary of the listed entity is a party, but the Company is not a party, shall require prior approval of the Audit and Compliance Committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transaction during the financial year exceed 10 (ten) per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

Regulation 23(4) of the Listing Regulations provides that all material related party transactions, and subsequent material modifications thereto as defined by the Audit and Compliance Committee, shall require prior approval of the shareholders by means of an Ordinary Resolution, and that no related party shall vote to approve such resolution, whether or not such related party is a party to the particular transaction.

In view of the aforesaid, the Company has obtained the approval of the Audit and Compliance Committee and the Board for the proposed transactions between the following subsidiaries of the Company with its other related parties, pursuant to Regulation 23(2) of the Listing Regulations, for the Financial Year 2026-27 and onwards for each financial year upto the maximum amount per annum (which maximum amount excludes any specific approval already granted under Regulation 23(2) of the Listing Regulations) as per the details provided hereunder, on such terms and conditions as may be mutually agreed upon between the related party(ies):

Transactions as defined under the Companies Act, 2013 / the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

<table>
<tr><th>Name of the Subsidiaries</th><th>Nature of Transactions</th><th>Amount
(₹ in Crores)</th></tr>
<tr><td>Rare Townships Private Limited</td><td rowspan="18">· Making investment in securities / capital contribution;
· Making loans / business advances / inter-corporate deposits;
· Providing corporate guarantees / securities / collaterals for funds/loans availed;
· Leasing of property of any kind;
· Availing / rendering of services;
· Sale/Purchase/Supply of goods and material;
· Selling of otherwise disposing of or buying property of any kind including floor space index (FSI) / transferable development rights (TDRs); and
· Any other transfer of resources / services or obligations</td><td>1000</td></tr>
<tr><td>Joynest Premises Private Limited</td><td>450</td></tr>
<tr><td>Twenty Five Estates Development Limited</td><td>400</td></tr>
<tr><td>25 Chalets Private Limited</td><td>400</td></tr>
<tr><td>Twenty Five Estates Realty Private Limited</td><td>200</td></tr>
<tr><td>Citywood Builders Private Limited</td><td>100</td></tr>
<tr><td>Vishal Techno Commerce Limited</td><td>100</td></tr>
<tr><td>Hubtown Bus Terminal (Ahmedabad) Private Limited</td><td>75</td></tr>
<tr><td>Hubtowncentral Private Limited</td><td>50</td></tr>
<tr><td>Gujarat Akruti-TCG Biotech Limited</td><td>25</td></tr>
<tr><td>Hubtown Bus Terminal (Mehsana) Private Limited</td><td>25</td></tr>
<tr><td>Yantti Buildcon Private Limited</td><td>20</td></tr>
<tr><td>Vega Developers Private Limited</td><td>10</td></tr>
<tr><td>Hubtown Bus Terminal (Vadodara) Private Limited</td><td>10</td></tr>
<tr><td>Hubtown Bus Terminal (Adajan) Private Limited</td><td>10</td></tr>
<tr><td>Ackruti Safeguard Systems Private Limited</td><td>5</td></tr>
<tr><td>Rubix Trading Private Limited</td><td>5</td></tr>
<tr><td>Vinca Developers Private Limited</td><td>5</td></tr>
</table>

Annexure to the Notice (Contd.)

The relevant information pertaining to transactions as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended and SEBI circular vide SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 is provided below:

Sr. No.	Particulars	Information
1	Summary of information provided by the Management to the Audit and Compliance Committee for approval of the proposed related party transactions ("RPTs").	
	Type, material terms and particulars of the proposed transaction	The subsidiaries of the Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in other entities as a part of strategic business decision, to the extent necessary to support the business operations of the said entities.
		Additionally, the subsidiaries of the Company may also be required to provide security by way of mortgage / hypothecation / pledge of securities held and/or charge on any of its movable/immovable properties to the extent of the fund/loan that may be availed by the said entities from lenders.
		The subsidiaries of the Company may also be required to provide corporate guarantee as collateral security to the extent of the fund/loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan/fund availed.
		The subsidiaries of the Company may also enter into transaction for purchase/sale/lease of immovable properties including floor space index (FSI) / transferable development rights (TDRs)with the other entities.
		As a condition for loans/funds that may be availed by the subsidiaries / related parties of the subsidiaries or the related party of the Company from term lenders the subsidiaries may be required to provide security for such borrowings by way of pledge of the shares held by them in favour of the respective lenders. Such shares shall continue to remain pledged for the entire duration of the loan.
		The particulars of Transactions covered under point 1 to 5 entered into by the subsidiary(ies) with other party whereby the purpose and effect of the transaction being to benefit the related party of the Company or any of the subsidiary(ies)
	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Nature of Concern or Interest is Financial Relationship as mentioned in resolution at Item No. 6
	Tenure of Proposed transaction	Approval is sought for material RPTs proposed to be undertaken during the Financial 2026-27 and onwards.
	Value of the proposed transaction	To the extent as mentioned in resolution at Item No. 6
2	Details of transactions related to any loans, inter-corporate deposits, advances or investment made or given by the Company or its subsidiaries:	
	Details of the source of funds in connection with the proposed transaction.	Own share capital / internal accruals / any other arrangement and liquidity of the Subsidiaries.
	Whether any financial, indebtedness is incurred to take or give loans, inter-corporate deposits, advances or investments: - Nature of Indebtedness - Cost of funds and - Tenure	Not applicable
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Tenure : repayable on demand Repayment Schedule : Not Applicable Nature of Security: Unsecured
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet working capital requirements / any other corporate purpose / other financial assistance to cater liquidity requirements
3	Justification as to why the RPT is in the interest of the listed entity	Not Applicable

Annexure to the Notice (Contd.)

4	A copy of the valuation or other external party report, if any such report has been relied upon	Valuation report from Independent Valuer or other external consultant in relation to the above RPTs, will be taken, whenever applicable. The RPTs will be undertaken as arm's length terms.
5	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction.	
	Name of the Parties:	% of Annual Consolidated Turnover (2024-25)
	Rare Townships Private Limited	244.81
	Joynest Premises Private Limited	110.17
	Twenty Five Estates Development Limited	97.93
	25 Chalets Private Limited	97.93
	Twenty Five Estates Realty Private Limited	48.96
	Citywood Builders Private Limited	24.48
	Vishal Techno Commerce Limited	24.48
	Hubtown Bus Terminal (Ahmedabad) Private Limited	18.36
	Hubtowncentral Private Limited	12.24
	Gujarat Akruti-TCG Biotech Limited	6.12
	Hubtown Bus Terminal (Mehsana) Private Limited	6.12
	Yantti Buildcon Private Limited	4.90
	Vega Developers Private Limited	2.45
	Hubtown Bus Terminal (Vadodara) Private Limited	2.45
	Hubtown Bus Terminal (Adajan) Private Limited	2.45
	Ackruti Safeguard Systems Private Limited	1.22
	Rubix Trading Private Limited	1.22
	Vinca Developers Private Limited	1.22
6	Name of the Directors or Key Managerial Personnel who is related, if any	Not Applicable
7	Any other information that may be relevant	The proposed material RPTs are envisaged as an enabling approval from the shareholders of the Company

The Board is of the opinion that this transaction is based on business requirements and is necessary for the smooth and efficient functioning of the subsidiary of the Company. Further, all related party transactions are at arms-length and in the ordinary course of business as required under relevant regulations.

The aggregate value of the transactions and other amounts in the resolution and the explanatory statement are estimates based on currently available information and may change based on factors including general economic and political conditions in India and globally, inflation, deflation, volatility in interest rates and/or exchange rates, tax rates, changes in our industry, natural calamities, epidemics, pandemics and/or force majeure events, that are outside our control.

The Board recommends the ordinary resolution as set out at Item No. 6 of the accompanying Notice for approval by unrelated shareholders of the Company in terms Regulation 23 of the Listing Regulations.

Except the Promoter Directors and their relatives (to the extent of their shareholding in the Company), and the Key Managerial Personnel, no other directors or the relatives of the directors or key managerial personnel are concerned or interested, financially or otherwise in the said resolution.

The members of the Company may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a related party to the particular transaction or not.

ANNEXURE TO THE NOTICE (CONTD.)

ANNEXURE – I

Details of Director seeking reappointment in the ensuing AGM pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard SS- 2 on General Meetings

Name of the Directors	Mr. Vyomesh M Shah
Particulars	
DIN	00009596
Date of Birth	November 15, 1959
Age	66 years
Qualification	Commerce Graduate and Chartered Accountant
Date of first appointment	February 16, 1989
No. of shares held	51,81,349 equity shares
Expertise in specific functional areas.	Over 36 years of experience and expertise in the field of real estate development, project planning, finance, business strategy and management
Terms and conditions of appointment/re-app.	Ratification of appointment as Executive Non Independent Director, who is liable to retire by rotation
Remuneration last drawn	₹ 1,38,00,000 /- p.a.
No. of Board Meetings attended during the year FY 2025-26	8 (Eight)
Relationship with other Directors, Manager and Key Managerial Personnel	Brother of Mr. Hemant M. Shah, Executive Chairman of the Company.
Directorships held in other companies	Twenty Five Downtown Realty Limited (Formerly known as Joyous Housing Limited)
Membership/Chairmanship of committees of the Company	Member of Audit and Compliance Committee, Corporate Social Responsibility Committee and Risk Management Committee
Membership/Chairmanship of committees of other companies	None
Name of the listed entities from which the person has resigned in the past three years	None

By Order of the Board of Directors
For **Hubtown Limited**

Shivil Kapoor
Company Secretary and Compliance Officer
Membership No. F11865

Date : 03/08/2026
Place : Mumbai

Registered Office:
Hubtown Seasons, CTS No 469-A, Opp. Jain Temple,
R. K. Chemburkar Marg, Chembur (East),
Mumbai, Maharashtra - 400071
CIN: L45200MH1989PLC050688
Website: www.hubtown.co.in
E-mail: investorcell@hubtown.co.in