NAVKAR
URBANSTRUCTURE
LIMITED

ADDENDUM TO THE NOTICE DATED AUGUST 31, 2026 CONVENING THE 34TH ANNUAL GENERAL MEETING

Dear Members,

NOTICE is hereby given that the 34th Annual General Meeting ("AGM") of the Members of Navkar Urbanstructure Limited is scheduled to be held on Wednesday, September 30, 2026, at 11:30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"). This Addendum shall serve to append a fresh Item No. 5 to the original Notice dated August 31, 2026, to be transacted as a Special Business at the upcoming AGM.

This Addendum is being circulated to all members in accordance with Section 102 of the Companies Act, 2013, and should be read along with the notes, instructions, and remote e-voting procedures detailed in the original AGM Notice.

SPECIAL BUSINESS:

Item No. 5: Approval for Disposal of the Pipe Unit (UNIT-1) via Slump Sale as a Going Concern

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the relevant Rules made thereunder, the Memorandum and Articles of Association of the Company, and subject to such other regulatory approvals, permissions, and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee or authorized persons thereof) to sell, transfer, assign, convey, or otherwise dispose of the Company's specified business undertaking, namely UNIT-1 (Pipe Division), located in the State of Gujarat, as a going concern on an 'As Is Where Is' and 'As Is What Is' slump sale basis to M/s J and M Enterprises, a partnership firm, for an aggregate lump-sum commercial consideration of ₹1,00,000/- (Rupees One Lakh only), which is in alignment with the valuation report issued by an IBBI Registered Valuer.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into, execute, and deliver the Business Transfer Agreement, deeds of assignment, conveyances, declarations, and all such other legal and commercial instruments necessary to finalize and conclude the transaction on behalf of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary sequential steps, file applications with statutory or governmental authorities, resolve queries or unexpected procedural difficulties, and delegate any or all powers conferred herein to any Director or Key Managerial Personnel (KMP) of the Company to give full effect to this resolution."

By Order of the Board of Directors
For Navkar Urbanstructure Limited

HARSH SHAH

Digitally signed by HARSH SHAH
Date: 2026.09.18 16:10:08 +05'30'

Harsh Shah
Managing Director
DIN: 01662085

Navkar Urbanstructure Limited
REG.NO.: 017761

Place: Ahmedabad
Date: September 18, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 5:

The Board of Directors at its meeting held on August 12, 2026, considered and approved the execution of a Business Transfer Agreement for hiving off its captive business division, namely UNIT-1 (Pipe Division), as a going concern on a slump sale basis.

UNIT-1 was established as a captive plant primarily to supply RCC Hume Pipes for execution of sewage pipeline and allied infrastructure works inside the State of Gujarat. These key projects have now been successfully completed or substantially completed. Consequently, there is currently negligible demand from the market, and the unit is not generating any operational revenue or turnover. Keeping the infrastructure unutilized or trying to shift/relocate the plant configurations to another state has been evaluated as economically unviable. The hiving off will optimize the Company's operational resource framework and unlock better overall asset utilization at the leased premises.

The summary of critical parameters of the transaction under Regulation 30 of SEBI (LODR) Regulations, 2015 is listed below:

(a) Financial Position: UNIT-1 contributed Nil revenue during FY 2025-26. The net worth attributable to the unit is ₹9.62 crore, representing approximately 6% of the Company's total net worth as of March 31, 2026.

(b) Valuation Baseline: The Company obtained an independent business valuation report from a Registered Valuer registered with the Insolvency and Bankruptcy Board of India (IBBI) based on book metrics up to June 30, 2026. The agreed aggregate lump-sum consideration of ₹1,00,000/- follows this report.

(c) Buyer Details: The purchaser is M/s J and M Enterprises, a partnership firm based at Sanand, Ahmedabad.

(d) Completion: The estimated date of completion of transaction shall be on or before 20th October, 2026.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the disposal of the whole or substantially the whole of an undertaking requires shareholder authorization via a Special Resolution.

None of the Promoters, Directors, or Key Managerial Personnel (KMP) of the Company, nor their respective relatives, have any direct or indirect commercial or financial interest in the Purchaser firm or in the proposed transaction. The transaction does not fall under the category of a Related Party Transaction (RPT).

The Board recommends the Special Resolution set out at Item No. 5 for your approval.

Kindly treat this addendum as part and parcel of original Annual report dated August 31, 2026 and shall read it together with the said annual report 2025-26.

By Order of the Board of Directors
For Navkar Urbanstructure Limited

HARSH SHAH

Digitally signed by HARSH SHAH
DN: c=IN, postalCode=380007, st=GUJARAT, street=D-1 ,PANKAJ SOCIETY ,AHMEDABAD,PALDI ,380007, l=AHMEDABAD, o=Personal, serialNumber=5bbbf1e4df77f920bc2fb059cb5712c7635bbb0e0bf9aa3d2154b2ece127d299, pseudonym=820372d1312c43b5be2f54ca3543aeaa, 2.5.4.20=e99ea4355c10d7d94df678f0d6139b373bd4a3d4b06e9b6932929ebee9cd336d, email=HARSHNBL@YAHOO.CO.IN, cn=HARSH SHAH
Date: 2026.09.18 16:09:42 +05'30'

Navkar Urbanstructure Limited
REG.NO.: 017761

Harsh Shah
Managing Director
DIN: 01662085

Place: Ahmedabad
Date: September 18, 2026