Rustomjee®

Date: August 25, 2026

The General Manager, Listing Department, **Bombay Stock Exchange Limited**, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	The Manager, Listing & Compliance Department, **National Stock Exchange of India Limited** Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051
Scrip Code: 543669 & 977174	**Scrip Symbol: RUSTOMJEE**

Subject: Notice of 31st Annual General Meeting ("AGM") of the Company for the Financial Year 2025-26

Dear Sir / Madam,

In terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of the 31st Annual General Meeting (AGM) of Keystone Realtors Limited (**"Company"**) scheduled to be held on **Friday, September 18, 2026** at 04:00 p.m. (IST) **through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"),** in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of 31st AGM forming part of the Annual Report for the Financial Year 2025-26 is made available on the website of the Company at https://www.rustomjee.com/publicupload/AGM_Notice.pdf

Kindly take the above information on your records.

Thanking you,

Yours faithfully,
For Keystone Realtors Limited

BIMAL KISHORE NANDA

Digitally signed by BIMAL KISHORE NANDA
Date: 2026.08.25 16:23:27 +05'30'

Bimal K Nanda
Company Secretary & Compliance Officer
Membership No. A11578

Encl: as above

Notice

Of the Annual General Meeting of the Company

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Keystone Realtors Limited ("the Company") will be held on Friday, September 18, 2026 at 04:00 PM (IST) through Video Conference/ Other Audio-Visual Means facility to transact the following business:

ORDINARY BUSINESS:

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

2. To receive, consider and adopt the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon.

3. To appoint Mr. Percy Chowdhry (DIN: 00057529) who retires by rotation as Director and being eligible, offers himself for re-appointment.

4. To appoint Statutory Auditor 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors of the Company, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby appointed as Statutory Auditor of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM of the Company to be held in the year 2031, on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditor;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. To ratify the remuneration of Cost Auditor for the Financial Year 2026 – 27

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

"**RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members/Shareholders of the Company be and is hereby accorded to pay a remuneration of ₹ 1,05,000/- (Rupees One Lakh Five Thousand only) exclusive of applicable taxes and out of pocket expenses to M/s. Joshi Apte & Associates, Practicing Cost Accountants, to conduct the audit of cost records of the Company for the financial year 2026-27."

6. To re-appoint Mr. Boman Irani as the Chairman and Managing Director

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

"**RESOLVED THAT** in accordance to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, and as per the provisions of the Articles of Association of the Company, the approval of the Members/ Shareholders of the Company be and is hereby accorded to re-appoint Mr. Boman Irani (DIN: 00057453), as 'Chairman and Managing Director' of the Company for a period of five consecutive years from May 11, 2027 to May 10, 2032 and he will NOT be subject to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013;

RESOLVED FURTHER THAT the terms of appointment and detailed breakup of the salary and other perquisites and benefits, as recommended by Nomination and Remuneration Committee and Board of Directors of the Company is stated in the Resolution no. 7 and the Explanatory Statement thereto of this Notice;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To approve the remuneration of Mr. Boman Irani, Chairman and Managing Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approvals, if any, as may be required, the consent of the Members/Shareholders of the Company, be and is hereby accorded for the payment of remuneration in the scale of ₹ 5.15 Crores – ₹ 7.50 Crores per annum (excluding the perquisites and other benefits mentioned in the Explanatory Statement to this resolution) to Mr. Boman Irani (DIN: 00057453), Chairman and Managing Director, for a period of three years from April 01, 2026 to March 31, 2029;

RESOLVED FURTHER THAT the terms and conditions of the remuneration and perquisites/ other benefits as set out in the Explanatory Statement of this resolution shall be deemed to form part of this resolution;

RESOLVED FURTHER THAT save and except as stated above, the special resolution as approved by the Members/Shareholders of the Company at the Extra Ordinary General Meeting held on May 11, 2022, with respect to the appointment of Mr. Boman Irani as Chairman and Managing Director, shall continue to remain in force for his remaining term of appointment (i.e. upto May 10, 2027);

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To re-appoint Mr. Chandresh Mehta as an Executive Director

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

"**RESOLVED THAT** in accordance to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, and as per the provisions of the Articles of Association of the Company, the approval of the Members/ Shareholders of the Company be and is hereby accorded to re-appoint Mr. Chandresh Mehta (DIN: 00057575) as an Executive Director of the Company for a period of five consecutive years from May 11, 2027 to May 10, 2032 and he will be subject to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013;

RESOLVED FURTHER THAT the terms of appointment and detailed breakup of the salary and other perquisites and benefits, as recommended by Nomination and Remuneration Committee and Board of Directors of the Company is stated in the Resolution no. 9 and the Explanatory Statement thereto of this Notice;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To approve the remuneration of Mr. Chandresh Mehta, Executive Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approvals, if any, as may be required, the consent of the Members/Shareholders of the Company, be and is hereby accorded for the payment of remuneration in the scale of ₹ 5.15 Crores – ₹ 7.50 Crores per annum (excluding the perquisites and other benefits mentioned in the Explanatory Statement to this resolution) to Mr. Chandresh Mehta (DIN: 00057575), Executive Director, for a period of three years from April 01, 2026 to March 31, 2029;

RESOLVED FURTHER THAT the terms and conditions of the remuneration and perquisites/ other benefits as set out in the Explanatory Statement of this resolution shall be deemed to form part of this resolution;

RESOLVED FURTHER THAT save and except as stated above, the special resolution as approved by the Members/Shareholders of the Company at the Extra Ordinary General Meeting held on May 11, 2022, with respect to the appointment of Mr. Chandresh Mehta, Executive Director, shall continue to remain in force for his remaining term of appointment (i.e. upto May 10, 2027);

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. **To re-appoint Mr. Percy Chowdhry as an Executive Director**

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

"**RESOLVED THAT** in accordance to the provisions of Sections 196, 203 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, and as per the provisions of the Articles of Association of the Company, the approval of the Members/ Shareholders of the Company be and is hereby accorded to re-appoint Mr. Percy Chowdhry (DIN: 00057529) as an Executive Director of the Company for a period of five consecutive years from May 11, 2027 to May 10, 2032 and he will be subject to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013;

RESOLVED FURTHER THAT the terms of appointment and detailed breakup of the salary and other perquisites and benefits, as recommended by Nomination and Remuneration Committee and Board of Directors of the Company is stated in the Resolution no. 11 and the Explanatory Statement thereto of this Notice;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. **To approve the remuneration of Mr. Percy Chowdhry, Executive Director**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approvals, if any, as may be required, the consent of the Members/Shareholders of the Company, be and is hereby accorded for the payment of remuneration in the scale of ₹ 3.08 Crores – ₹ 4.50 Crores per annum (excluding the perquisites and other benefits mentioned in the Explanatory Statement to this resolution) to Mr. Percy Chowdhry (DIN: 00057529), Executive Director, for a period of three years from April 01, 2026 to March 31, 2029;

RESOLVED FURTHER THAT the terms and conditions of the remuneration and perquisites/ other benefits as set out in the Explanatory Statement of this resolution shall be deemed to form part of this resolution;

RESOLVED FURTHER THAT save and except as stated above, the special resolution as approved by the Members/Shareholders of the Company at the Extra Ordinary General Meeting held on May 11, 2022, with respect to the appointment of Mr. Percy Chowdhry, Executive Director, shall continue to remain in force for his remaining term of appointment (i.e. upto May 10, 2027);

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. **To re-appoint Mr. Ramesh Tainwala as Non-Executive Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law and as per the provisions of the Articles of Association of the Company, the consent of the Members/Shareholders of the Company be and is hereby accorded to re-appoint Mr. Ramesh Tainwala (DIN: 00234109), as a Non- Executive Independent Director of the Company for a second term of five years with effect from May 11, 2027 up to May 10, 2032;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

13. To re-appoint Mr. Rahul Divan as Non- Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law and as per the provisions of the Articles of Association of the Company, the consent of the Members/ Shareholders of the Company be and is hereby accorded to re-appoint Mr. Rahul Divan (DIN: 00001178), as a Non-Executive Independent Director of the Company for a second term of five years with effect from May 11, 2027 up to May 10, 2032;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

14. To re-appoint Ms. Seema Mohapatra as Non- Executive Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable law and as per the provisions of the Articles of Association of the Company, the consent of the Members/Shareholders of the Company be and is hereby accorded to re-appoint Ms. Seema Mohapatra (DIN: 02608087), as a Non-Executive Independent Director of the Company for a second term of five years with effect from May 11, 2027 up to May 10, 2032;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

15. To approve commission payable to Non-Executive Directors

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approvals, if any, as may be required, the consent of the Members/Shareholders of the Company be and is hereby accorded that all the Non-Executive Directors of the Company be paid a commission:

(a) upto 1% of the net profit, in aggregate, OR

(b) ₹ 15,00,000/- per annum per Non-Executive Director,

whichever is less, exclusive of sitting fees payable to each of the Non-Executive Director for attending the Board Meetings/Committee Meetings, for a period of three (3) years and such payment shall be made in respect of the profits of the Company for each of the financial years commencing from April 01, 2026 to March 31, 2029;

RESOLVED FURTHER THAT the consent of the Members/Shareholders of the Company be and is hereby accorded that for the additional responsibilities assigned to Mr. Rahul Divan as stated in the explanatory statement, an additional commission of ₹ 10,00,000/- per annum, from April 01, 2026 to March 31, 2029, be paid to Mr. Rahul Divan, Non-Executive Independent Director of the Company, which will be within the overall limit of 1% of the net profit as stated at point (a) of the above resolution;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

16. To authorize borrowings by way of issuance of Non- Convertible Debentures/Bonds/other instruments

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

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulation 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines issued by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and subject to the provisions of Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the Members/Shareholders 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 be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time by making an offer(s) or invitation(s) to subscribe issuance of Non-Convertible Debentures (NCD)/Bonds/other instruments, whether secured or unsecured, listed or unlisted, on a private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution for an amount not exceeding ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores only) and that the said borrowing shall be within the overall borrowing limits of the Company and on such terms and conditions as may be decided by the Board of Directors of the Company, from time to time;

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Keystone Realtors Limited**

Sd/-
Bimal K Nanda
Company Secretary and Compliance Officer
Membership No.: A11578

Date: August 04, 2026
Place: Mumbai

Registered Office Address:
702, Natraj, MV Road Junction,
Western Express Highway,
Andheri (East), Mumbai 400069
CIN: L45200MH1995PLC094208
Website: www.rustomjee.com
E-mail: cs@rustomjee.com
Ph: +91 22 66766888

Notes

1. The Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item nos. 5 to 16 of the Notice and the details of Director seeking appointment/ re-appointment under Item Nos. 3, 6, 8, 10, 12, 13 and 14 pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on General Meetings ('SS-2'), issued by The Institute of Company Secretaries of India, are annexed hereto.

2. The Ministry of Corporate Affairs ('MCA') vide Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, 02/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and No.9/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being General Circular no. 03/2025 dated September 22, 2025 (collectively 'MCA Circulars'), has permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without the physical presence of Members at a common venue.

3. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 31st Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/OAVM on Friday, September 18, 2026 at 04:00 PM (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at 702 – Natraj, M. V. Road Junction, Western Express Highway, Andheri East, Mumbai – 400 069.

4. The 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. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first-come-first-served basis. This will not include large shareholders (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit/Stakeholders' Relationship Committees and Nomination and Remuneration Committee, Auditors, etc., who are allowed to attend the AGM without restriction of first come first served basis. The facility of participation through VC/ OAVM will be provided by National Securities Depository Limited ("NSDL").

5. Since the AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The proxy form as well as the attendance slips are therefore not annexed to this Notice.

6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed to this Notice.

7. Institutional Investors/Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to e-mail to cs@rustomjee.com and dmassociatesllp@gmail.com, a scanned copy (PDF/JPEG format) of the Board Resolution/ Power of Attorney/Authority Letter authorising their representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. In line with MCA Circulars and circulars issued by SEBI, the Notice calling the AGM along with the Annual Report for FY26 ("Annual Report") is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. A Member can request for a physical copy of the Annual Report by sending an e-mail to the Company at cs@rustomjee.com mentioning their Folio numbers/ DP ID and Client ID. The Notice calling the AGM and the Annual Report for FY26 has been uploaded on the website of the Company at https://www.rustomjee.com/investor-relations/. The Notice and the Annual Report for FY26 may also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and also on the website of RTA i.e. MUFG Intime http://www.in.mpms.mufg.com/ and NSDL (www.evoting.nsdl.com).

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company will provide facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this

purpose, the Company has engaged the services of NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using e-Voting system on the date of the AGM will be provided by NSDL. The process and manner for availing the said facility is explained in this Notice.

11. All documents referred to in the Notice and 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 under Section 189 of the Act and the certificate from Practicing Company Secretary certifying that the ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection 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 cs@rustomjee.com. Alternatively, all the documents are available for inspection at the Registered Office of the Company on any working day, between 11:00 a.m. to 01:00 p.m. (IST). The Members can inspect the same with prior intimation to the Company.

12. 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 to 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 Depository Participants. 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 ("R&T Agent") by email to investor.helpdesk@in.mpms.mufg.com or by letter addressed to MUFG Intime India Private Limited, Unit of Keystone Realtors Limited, C 101, Embassy, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400083 Maharashtra or to the Company by email to cs@rustomjee.com or by letter addressed to the Company Secretary and post at 702 Natraj, M. V. Road Junction, Western Express Highway, Andheri East, Mumbai – 400 069.

13. 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 Depository Participant ("DP"). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's R&T Agent 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 Company's R&T Agent.

14. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's R&T Agent.

15. The voting rights of the Members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e. Friday, September 11, 2026.

16. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, September 11, 2026 only shall be entitled to avail the facility of remote e-Voting or e-Voting at the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

17. The remote e-Voting period will commence on Monday, September 14, 2026 at IST 09:00 AM and will end on Thursday, September 17, 2026 at IST 5:00 PM. During this remote e-Voting period the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date i.e. Friday, September 11, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently or vote again.

18. The Company has appointed Mr. Dinesh Kumar Deora, (CoP No. 4119), Practicing Company Secretary or failing him Mr. Tribhuwneshwar Kaushik, (CoP No. 16207), partners of DM & Associates Company Secretaries LLP as the scrutinizer (the 'Scrutinizer') for scruntizing the remote e-Voting process as well as e-Voting at the AGM in a fair and transparent manner.

19. During the AGM, the Chairman and/or Company Secretary shall, after responding to the questions

raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have casted the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.

20. The Scrutiniser shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes casted in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and submit such Report to the Chairman or Company Secretary or any person authorised by the Chairman, who shall then countersign and declare the result of the voting forth-with.

21. The results declared along with the report of the Scrutinizer will be placed on the website of the Company https://www.rustomjee.com/investor-relations/financials/#annual-reports and on the website of MUFG Intime immediately after the declaration of result by the Chairman or Company Secretary or a person authorized by him. Based on the scrutinizer's report, the Company will submit, within two working days of the conclusion of the AGM, to the stock exchanges, the details of the voting results as required under regulation 44(3) of the Listing Regulations.

22. **Unclaimed Dividends and IEPF:**

    Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

    The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter.

    The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and disclosure under Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

ITEM NO. 4

To appoint Statutory Auditor of the Company

The Members of the Company at the AGM held on November 22, 2021 had approved the re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Firm Registration No. 012754N/N500016), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of said AGM till the conclusion of the AGM to be held in the year 2026. They will complete their two consecutive terms as Statutory Auditor of the Company at the conclusion of this AGM.

The Board of Directors of the Company (the Board), at its meeting held on May 12, 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company, appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), as Statutory Auditors of the Company in place of M/s. Price Waterhouse Chartered Accountants LLP. The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of this AGM till the conclusion of the AGM of the Company to be held in the year 2031 on payment of such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time. The proposed remuneration to be paid to the Statutory Auditors for the Financial Year 2026-27 is ₹70 Lakh (Rupees Seventy Lakh Only) excluding applicable taxes and out of pocket expenses. After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Walker Chandiok & Co. LLP, has been recommended to be appointed as the Statutory Auditor of the Company. M/s. Walker Chandiok & Co. LLP is a firm of Chartered Accountants registered and empaneled with the Institute of Chartered Accountants of India (ICAI). It was established in the year 1935 and is a Limited Liability Partnership Firm incorporated in India. It has its registered office at L-41, Connaught Circus, Outer Circle, New Delhi - 110001 apart from 15 other branch offices in various cities in India. It is primarily engaged in providing audit and assurance services to its clients. It is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the top 100 listed entities in India. Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. Walker Chandiok & Co. LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Walker Chandiok & Co. LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The Board recommends to the Members/Shareholders for passing of the resolution as set out at Item No. 4 of the accompanying notice as an Ordinary Resolution.

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

ITEM NO. 5

To ratify the remuneration of Cost Auditor for the Financial Year 2026–27

Pursuant to Section 148 (3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, based on the recommendation of the Audit Committee, had appointed M/s. Joshi Apte & Associates as Cost Auditor of the Company to conduct audit of cost records of the Company for the Financial Year 2026-27.

The Board recommends to the Members/Shareholders to ratify the remuneration of ₹ 1,05,000/- (Rupees One Lakh Five Thousand only) exclusive of applicable taxes and out of pocket expenses, payable to M/s. Joshi Apte & Associates, Cost Accountants.

The Board recommends to the Members/Shareholders for passing of the resolution as set out at Item No. 5 of the accompanying notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in passing the resolution set out at Item No. 5 of the Notice.

ITEM NO. 6 & 7

To re-appoint Mr. Boman Irani as the Chairman and Managing Director and approve his remuneration

This is to inform that the Members/Shareholders of the Company at their meeting held on May 11, 2022 had appointed Mr. Boman Irani (DIN: 00057453) as Chairman and Managing Director for a period of 5 years from May 11, 2022 to May 10, 2027.

This is to further inform the Members that the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company at their meetings held on August 04, 2026, have recommended the re-appointment of Mr. Boman Irani (DIN: 00057453) as 'Chairman and Managing Director' for a period of 5 years from May 11, 2027 to May 10, 2032, and subject to the provisions of Section 152 of the Companies Act, 2013 ("Act") he will NOT be liable to retire by rotation.

In terms of Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India, a note in relation to the details of Mr. Boman Irani is annexed to this Notice.

This is to further inform the Members that the Company has received a Notice in writing under Section 160 of the Act, proposing candidature for his re-appointment. The Company has received requisite consent from Mr. Boman Irani that neither he is disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

This is to further inform that the Members/Shareholders at their meeting held on September 22, 2023 had approved the remuneration of Mr. Boman Irani (DIN: 00057453), Chairman and Managing Director for a period of 3 years from April 01, 2023 to March 31, 2026.

This is to further inform the Members that the NRC and the Board of the Company at their meetings held on August 04, 2026, have recommended the remuneration and perquisites/other benefits payable to Mr. Boman Irani as per the table given below for a period of three years from April 01, 2026 to March 31, 2029.

This is to further inform the Members/Shareholders that apart from some perquisites which will be discontinued, there is no change in the proposed salary scale from the earlier salary scale that had been approved by the Members at their meeting held on September 22, 2023.

The detailed breakup of the remuneration and perquisites/other benefits are stated below:

Sr. No	Proposed Breakup
1.	A salary in the scale of ₹ 5.15 Crore – ₹ 7.50 Crore per annum (excluding perquisites as stated below).
2.	The Company shall provide a car. Car maintenance, fuel on actual basis and driver will be provided as per the Company's policy.
3.	The Company shall provide accommodation and the rent will be paid by the Company upto the limit of ₹ 5.52 Lakh per month along with the utility bills payable on actual (Electricity, water and telephone expenses) and the escalation of 5% per annum on the rent.
4.	Entitled to such increments from time to time as the Board in consultation with Nomination and Remuneration committee determine (within the scale as mentioned in point no.1 above).

The Members are further informed that the aforesaid remuneration and perquisites are in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Act.

Information as required under Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of industry: Real Estate

2. Date or expected date of commencement of commercial production: NA

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

4. Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	FY25-26	FY24-25
Total Income	84,743	75,575
Total Expenses	79,831	62,707
Profit after tax	4,072	9,345

5. Foreign investments or collaborations, if any: NA

II. Information about the Appointee:

1. Background details: Please refer the Annexure no. 1 to the Notice.

2. Past remuneration: ₹ 5.15 crore p.a.

3. Recognition or awards: NA

4. Job profile and his suitability: Mr. Boman Irani is designated as Chairman and Managing Director and he holds a bachelor's degree in engineering from M. H. Saboo Siddik College of Engineering. He was the president of Confederation of Real Estate Developers' Associations of India (CREDAI) and has over 30 years of experience in the real estate industry.

5. Remuneration proposed: ₹ 5.15 crore – ₹ 7.50 crore p.a. (No change in remuneration since last approved by the shareholders in the AGM held on September 22, 2023)

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration paid and proposed is commensurate with the profile and size of the Company.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: He, being a Promoter and Shareholder of the Company, other than the remuneration and the transactions stated in the Financial Statements, he does not have any direct or indirect pecuniary relationship with the Company. Mr. Percy Chowdhry, Executive Director of the Company, is his brother.

III. Other Information:

1. Reasons of loss or inadequate profits: The Company is passing a Special Resolution as a matter of abundant precaution as the profitability of the Company may or may not be adequate in future for payment of remuneration to executive directors.

2. Steps taken or proposed to be taken for improvement: The Company is constantly working to optimize its financial performance and enhance its overall profitability by maximizing the revenue and reducing the cost.

3. Expected increase in productivity and profits in measurable terms: The Company is proposing this resolution as a matter of abundant precaution. Further, as mentioned in point no. 2 above, the management is taking various initiatives to improve its present position and anticipates that a noticeable decrease in overall costs will be observed.

The Board recommends to the Members for passing the resolution as set out at Item No. 6 of the accompanying notice as an Ordinary Resolution and the resolution as set out at Item No. 7 as a Special Resolution to cover the provisions of Schedule V of the Act.

Except Mr. Boman Irani and Mr. Percy Chowdhry and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in passing the resolutions set out at Item No. 6 and 7 of the Notice.

ITEM NO. 8 & 9

To re-appoint Mr. Chandresh Mehta as an Executive Director and approve his remuneration

This is to inform that the Members/Shareholders of the Company at their meeting held on May 11, 2022 had appointed Mr. Chandresh Mehta (DIN: 00057575) as an Executive Director for a period of 5 years from May 11, 2022 to May 10, 2027.

This is to further inform the Members that the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company at their meetings held on August 04, 2026, have recommended the re-appointment of Mr. Chandresh Mehta (DIN: 00057575) as 'Executive Director' for a period of 5 years from May 11, 2027 to May 10, 2032, and subject to the provisions of Section 152 of the Companies Act, 2013 ("Act") he will be liable to retire by rotation.

In terms of Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India, a note in relation to the details of Mr. Chandresh Mehta is annexed to this Notice.

This is to further inform the Members that the Company has received a Notice in writing under Section 160 of the Act, proposing candidature for his re-appointment. The Company has received requisite consent from Mr. Chandresh Mehta that neither he is disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

This is to further inform the Members that the Members/Shareholders at their meeting held on September 22, 2023, had approved the remuneration of Mr. Chandresh Mehta (DIN: 00057575), Executive Director for a period of 3 years from April 01, 2023 to March 31, 2026.

This is to further inform the Members that the NRC and the Board of the Company at their meetings held on August 04, 2026, have recommended the remuneration and perquisites/other benefits payable to Mr. Chandresh Mehta as per the table given below for a period of three years commencing from April 01, 2026, to March 31, 2029.

This is to further inform the Members/Shareholders that apart from some perquisites which will be discontinued, there is no change in the proposed salary scale from the earlier salary scale that had been approved by the Members at their meeting held on September 22, 2023.

The detailed breakup of the remuneration and perquisites/other benefits are stated below:

Sr. No	Proposed Breakup
1.	A salary in the scale of ₹ 5.15 Crore – ₹ 7.50 Crore per annum (excluding perquisites as stated below).
2.	The Company shall provide a car. Car maintenance, fuel on actual basis and driver will be provided as per the Company's policy.
3.	The Company shall provide accommodation and the rent will be paid by the Company upto the limit of ₹ 5.52 Lakh per month along with the utility bills payable on actual (Electricity, water and telephone expenses) and the escalation of 5% per annum on the rent.
4.	Entitled to such increments from time to time as the Board in consultation with Nomination and Remuneration committee determine (within the scale as mentioned in point no.1 above).

The Members are further informed that the aforesaid remuneration and perquisites are in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Act.

Information as required under Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of industry: Real Estate

2. Date or expected date of commencement of commercial production: NA

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

4. Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	FY25-26	FY24-25
Total Income	84,743	75,575
Total Expenses	79,831	62,707
Profit after tax	4,072	9,345

5. Foreign investments or collaborations, if any: NA

II. Information about the Appointee:

1. Background details: Please refer the Annexure no. 1 to the Notice.

2. Past remuneration: ₹ 5.15 crore p.a.

3. Recognition or awards: NA

4. Job profile and his suitability: Mr. Chandresh Mehta is designated as Executive Director of the Company and he holds a bachelor's degree of technology in electrical engineering from Banaras Hindu University, Varanasi and a post-graduate diploma in management from Xavier Institute of Management, Bhubaneswar. He has 30 years of experience in the real estate industry.

5. Remuneration proposed: ₹ 5.15 crore – ₹ 7.50 crore p.a. (No change in remuneration since last approved by the shareholders in the AGM held on September 22, 2023)

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration paid and proposed is commensurate with the profile and size of the Company.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: He being a Promoter and

Shareholder of the Company, other than the remuneration and the transactions stated in the Financial Statements, he does not have any direct or indirect pecuniary relationship with the Company.

III. Other Information:

1. Reasons of loss or inadequate profits: The Company is passing a Special Resolution as a matter of abundant precaution as the profitability of the Company may or may not be adequate in future for payment of remuneration to executive directors.

2. Steps taken or proposed to be taken for improvement: The Company is constantly working to optimize its financial performance and enhance its overall profitability by maximizing the revenue and reducing the cost.

3. Expected increase in productivity and profits in measurable terms: The Company is proposing this resolution as a matter of abundant precaution. Further, as mentioned in point no. 2 above, the management is taking various initiatives to improve its present position and anticipates that a noticeable decrease in overall costs will be observed.

The Board recommends to the Members for passing the resolution as set out at Item No. 8 of the accompanying notice as an Ordinary Resolution and the resolution as set out at Item No. 9 as a Special Resolution to cover the provisions of Schedule V of the Act.

Except Mr. Chandresh Mehta and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in passing the resolutions set out at Item No. 8 and 9 of the Notice.

ITEM NO. 10 & 11

To re-appoint Mr. Percy Chowdhry as an Executive Director and approve his remuneration

This is to inform that the Members/Shareholders of the Company at their meeting held on May 11, 2022 had appointed Mr. Percy Chowdhry (DIN: 00057529) as an Executive Director for a period of 5 years from May 11, 2022 to May 10, 2027.

This is to further inform the Members that the Nomination and Remuneration Committee ("NRC") and the Board of Directors ("Board") of the Company at their meetings held on August 04, 2026, have recommended the re-appointment of Mr. Percy Chowdhry (DIN: 00057529) as 'Executive Director' for a period of 5 years from May 11, 2027 to May 10, 2032, and subject to the provisions of Section 152 of the Companies Act, 2013 ("Act"), he will be liable to retire by rotation.

In terms of Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India, a note in relation to the details of Mr. Percy Chowdhry is annexed to this Notice.

This is to further inform the Members that the Company has received a Notice in writing under Section 160 of the Act, proposing candidature for his re-appointment. The Company has received requisite consent from Mr. Percy Chowdhry that neither he is disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any other authority.

This is to further inform the Members that the Members/Shareholders at their meeting held on September 22, 2023, had approved the remuneration of Mr. Percy Chowdhry (DIN: 00057529), Executive Director for a period of 3 years from April 01, 2023 to March 31, 2026.

This is to further inform the Members that the NRC and the Board of the Company at their meetings held on August 04, 2026, have recommended the remuneration and perquisites/other benefits payable to Mr. Percy Chowdhry as per the table given below for a period of three years commencing from April 01, 2026, to March 31, 2029.

This is to further inform the Members/Shareholders that apart from some perquisites which will be discontinued, there is no change in the proposed salary scale from the earlier salary scale that had been approved by the Members at their meeting held on September 22, 2023.

The detailed breakup of the remuneration and perquisites/other benefits are stated below:

Sr. No	Proposed Breakup
1.	A salary in the scale of ₹ 3.08 Crore – ₹ 4.50 Crore per annum (excluding perquisites as stated below).
2.	The Company shall provide a car. Car maintenance, fuel on actual basis and driver will be provided as per the Company's policy.
3.	The Company shall provide accommodation and the rent will be paid by the Company upto the limit of ₹ 2.76 Lakh per month along with the utility bills payable on actual (Electricity, water and telephone expenses) and the escalation of 5% per annum on the rent.
4.	Entitled to such increments from time to time as the Board in consultation with Nomination and Remuneration committee determine (within the scale as mentioned in point no.1 above).

The Members are further informed that the aforesaid remuneration and perquisites are in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Act.

Information as required under Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of industry: Real Estate

2. Date or expected date of commencement of commercial production: NA

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA

4. Financial performance based on given indicators:

(₹ in Lakhs)

Particulars	FY25-26	FY24-25
Total Income	84,743	75,575
Total Expenses	79,831	62,707
Profit after tax	4,072	9,345

5. Foreign investments or collaborations, if any: NA

II. Information about the Appointee:

1. Background details: Please refer the Annexure no. 1 to the Notice.

2. Past remuneration: ₹ 3.08 crore p.a.

3. Recognition or awards: NA

4. Job profile and his suitability: Mr. Percy Chowdhry is designated as Executive Director of the Company and he holds a bachelor's degree in commerce from University of Bombay. He has 27 years of experience in the real estate industry.

5. Remuneration proposed: ₹ 3.08 crore – ₹ 4.50 crore p.a. (No change in remuneration since last approved by the shareholders in the AGM held on September 22, 2023)

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The remuneration paid and proposed is commensurate with the profile and size of the Company.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: He being a Promoter and Shareholder of the Company, other than the remuneration and the transactions stated in the Financial Statements, he does not have any direct or indirect pecuniary relationship with the Company. Mr. Boman Irani, Chairman and Managing Director of the Company, is his brother.

III. Other Information:

1. Reasons of loss or inadequate profits: The Company is passing a Special Resolution as a matter of abundant precaution as the profitability of the Company may or may not be adequate in future for payment of remuneration to executive directors.

2. Steps taken or proposed to be taken for improvement: The Company is constantly working to optimize its financial performance and enhance its overall profitability by maximizing the revenue and reducing the cost.

3. Expected increase in productivity and profits in measurable terms: The Company is proposing this resolution as a matter of abundant precaution. Further, as mentioned in point no.2 above, the management is taking various initiatives to improve its present position and anticipates that a noticeable decrease in overall costs will be observed.

The Board recommends to the Members for passing the resolution as set out at Item No. 10 of the accompanying notice as an Ordinary Resolution and the resolution as set out at Item No. 11 as a Special Resolution to cover the provisions of Schedule V of the Act.

Except Mr. Percy Chowdhry and Mr. Boman Irani and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in passing the resolutions set out at Item No. 10 and 11 of the Notice.

ITEM NO. 12

To re-appoint Mr. Ramesh Tainwala as Non-Executive Independent Director of the Company

This is to apprise the Members that the Members/ Shareholders in the Extra Ordinary General Meeting dated May 11, 2022 appointed Mr. Ramesh Tainwala (DIN: 00234109), as a Non-Executive Independent Director for a period of five years. As per the terms of appointment of Mr. Ramesh Tainwala, his first tenure of five years is upto May 10, 2027 and is eligible for re-appointment as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Mr. Ramesh Tainwala for a second term of five years from May 11, 2027 to May 10, 2032, as a Non-Executive Independent Director of the Company. In compliance with Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice proposing the candidature of Mr. Ramesh Tainwala for the office of Independent Director of the Company.

The Company has received:

i. his consent to act as a Director, and disclosure under Section 164 of the Act from him that he is not disqualified from being appointed as a Director

ii. a declaration under sub-section (7) of Section 149 of the Act from him, and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 stating that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority and meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and

iii. declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Ramesh Tainwala possesses appropriate skills, experience and knowledge and fulfils the conditions for re-appointment as Non-Executive Independent Director.

Further, Mr. Ramesh Tainwala has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Board of Directors based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given his background, experience and analytical skills along with the contribution made by him during his tenure, the continued association of Mr. Ramesh Tainwala as Non-Executive Independent Director would be beneficial to the Company and it is desirable to continue and to avail his service as Independent Director.

In terms SEBI Listing Regulations and Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India, a note in relation to the details of Mr. Ramesh Tainwala is annexed to this Notice as Annexure no. 2.

The terms and conditions of appointment of Mr. Ramesh Tainwala as an Non-Executive Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@rustomjee.com.

The Board recommends to the Members/ Shareholders for passing of the resolution as set out at Item No. 12 of the accompanying notice as a Special Resolution.

Except Mr. Ramesh Tainwala, None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the above proposed resolution.

ITEM NO. 13

To re-appoint Mr. Rahul Divan as Non-Executive Independent Director of the Company

This is to apprise the Members that the Members/ Shareholders in the Extra Ordinary General Meeting dated May 11, 2022 appointed Mr. Rahul Divan (DIN: 00001178), as a Non-Executive Independent Director for a period of five years. As per the terms of appointment of Mr. Rahul Divan, his first tenure of five years is upto May 10, 2027 and is eligible for re-appointment as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Mr. Rahul Divan for a second term of five years from May 11, 2027 to May 10, 2032, as a Non-Executive Independent Director of the Company. In compliance with Section 160 of the Companies Act, 2013 ("Act"), the Company has received a notice proposing the candidature of Mr. Rahul Divan for the office of Independent Director of the Company.

The Company has received:

i. his consent to act as a Director, and disclosure under Section 164 of the Act from him that he is not disqualified from being appointed as a Director

ii. a declaration under sub-section (7) of Section 149 of the Act from him, and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 stating that he has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority and meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and

iii. declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Rahul Divan possesses appropriate skills, experience and knowledge and fulfils the conditions for re-appointment as Non-Executive Independent Director.

Further, Mr. Rahul Divan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Board of Directors based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given his background, experience and analytical skills along with the contribution made by him during his tenure, the continued association of Mr. Rahul Divan as Non-Executive Independent Director would be beneficial to the Company and it is desirable to continue and to avail his service as Independent Director.

In terms SEBI Listing Regulations and Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India, a note in relation to the details of Mr. Rahul Divan is annexed to this Notice as Annexure no. 2.

The terms and conditions of appointment of Mr. Rahul Divan as an Non-Executive Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@rustomjee.com.

The Board recommends to the Members/ Shareholders for passing of the resolution as set out at Item No. 13 of the accompanying notice as a Special Resolution.

Except Mr. Rahul Divan, None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the above proposed resolution.

ITEM NO. 14

To re-appoint Ms. Seema Mohapatra as Non- Executive Independent Director of the Company

This is to apprise the Members that the Members/ Shareholders in the Extra Ordinary General Meeting dated May 11, 2022 appointed Ms. Seema Mohapatra (DIN: 02608087), as a Non-Executive Independent Director for a period of five years. As per the terms of appointment of Ms. Seema Mohapatra, her first tenure of five years is upto May 10, 2027 and is eligible for re-appointment as an Independent Director.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the re-appointment of Ms. Seema Mohapatra for a second term of five years from May 11, 2027 to May 10, 2032, as a Non-Executive Independent Director of the Company. In compliance with Section 160 of the Companies Act, 2013 (“Act”), the Company has received a notice proposing the candidature of Ms. Seema Mohapatra for the office of Independent Director of the Company.

The Company has received:

i. her consent to act as a Director, and disclosure under Section 164 of the Act from her that she is not disqualified from being appointed as a Director

ii. a declaration under sub-section (7) of Section 149 of the Act from her, and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 stating that she has not been debarred from holding the office of Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority and meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and

iii. declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Seema Mohapatra possesses appropriate skills, experience and knowledge and fulfils the conditions for re-appointment as Non-Executive Independent Director.

Further, Ms. Seema Mohapatra has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company.

The Board of Directors based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee considers that, given her background, experience and analytical skills along with the contribution made by her during her tenure, the continued association of Ms. Seema Mohapatra as Non-Executive Independent Director would be beneficial to the Company and it is desirable to continue and to avail her service as Independent Director.

In terms SEBI Listing Regulations and Clause 1.2.5 of secretarial standard on general meetings (SS-2) issued by the Institute of Company Secretaries of India, a note in relation to the details of Ms. Seema Mohapatra is annexed to this Notice as Annexure no. 2.

The terms and conditions of appointment of Ms. Seema Mohapatra as an Non-Executive Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at cs@rustomjee.com.

The Board recommends to the Members/ Shareholders for passing of the resolution as set out at Item No. 14 of the accompanying notice as a Special Resolution.

Except Ms. Seema Mohapatra, None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in the above proposed resolution.

ITEM NO. 15

To approve commission payable to Non-Executive Directors

This is to apprise the Members that the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on August 04, 2026 have recommended that all the Non-Executive Directors of the Company be paid a commission:

(a) upto 1% of the net profit, in aggregate, OR

(b) ₹ 15,00,000/- per annum per Non-Executive Director,

whichever is less, exclusive of sitting fees payable to each of the Non-Executive Director for attending the Board Meetings/Committee Meetings, for a period of three (3) years and such payment shall be made in respect of the profits of the Company for each of the financial years commencing from April 01, 2026 to March 31, 2029.

This is to further inform the Shareholders/Members that Mr. Rahul Divan, apart from being the Chairman of Audit Committee, he has been assigned with additional responsibilities of being the member of Environmental, Social and Governance Committee and as Nodal officer to represent Those Charged with Governance ("TCWG") under National Financial Reporting Authority ("NFRA") Rules.

This is to further inform the Shareholders/Members that for the additional responsibilities assigned to Mr. Rahul Divan, Non-Executive Independent Director of the Company, an additional commission of ₹ 10,00,000/- per annum, be paid to him from April 01, 2026 to March 31, 2029, which will be within the overall limit of 1% of the net profit as stated at point (a) above.

In compliance with the Schedule V of the Companies Act, 2013, the Board recommends to the Members/ Shareholders for passing of the resolution as set out at Item No. 15 of the accompanying notice as a Special Resolution.

Except Mr. Ramesh Tainwala, Mr. Rahul Divan and Ms. Seema Mohapatra, for their respective commission, none of the other Directors, Promoters, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested whether financially or otherwise, in the above proposed resolution

ITEM NO. 16

To authorize borrowings by way of issuance of Non-Convertible Debentures/Bonds/ other instruments

This is to apprise the Shareholders that in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("the Rules"), a Company offering or making an invitation to subscribe to redeemable NCD's/Bonds/other instruments on a private placement basis, is required to obtain prior approval of its Shareholders by way of a Special Resolution and such approval by way of special resolution can be obtained once a year for all the offers and invitations proposed to be made for such redeemable NCD's/Bonds/other instruments for all private placements made during the year. The Company proposes to pass a suitable enabling resolution to allow the Company to offer redeemable NCD's/Bonds/other instruments not exceeding ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores only) during the period of one year from the date of passing of the resolution set out at Item No. 16, on a private placement basis at an interest rate that will be determined by the Board considering the prevailing money market conditions at the time of the borrowing. The approval of the Shareholders, is therefore being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules made thereunder, to enable the Board of Directors of the Company to offer or invite subscriptions for NCDs/Bonds/other instruments, whether secured or unsecured, listed and/or unlisted, on a private placement basis, in one or more tranches, for an amount not exceeding ₹ 1,500 Crores (Rupees One Thousand Five Hundred Crores only) during the period of one year from the date of passing of the resolution set out at Item No. 16 which shall be within the overall borrowing limits of the Company, as approved by the Shareholders from time to time with the authority to the Board of Directors to determine the terms and conditions, including the issue price of the redeemable NCD/Bonds and other instruments.

The Board recommends to the Members/Shareholders for passing of the resolution as set out at Item No. 16 of the accompanying notice as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested whether financially or otherwise in passing of the resolution set out at Item No. 16 of the Notice.

By Order of the Board of Directors
For **Keystone Realtors Limited**

Sd/-
Bimal K Nanda
Company Secretary and Compliance Officer
Membership No.: A11578

Date: August 04, 2026
Place: Mumbai

Registered Office Address:
702, Natraj, MV Road Junction,
Western Express Highway,
Andheri (East), Mumbai 400069
CIN: L45200MH1995PLC094208
Website: www.rustomjee.com
E-mail: cs@rustomjee.com
Ph: +91 22 66766888

Annexure - 1

Notes to the explanatory statement in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India

Note for item no. 3, 6, 8 & 10 of the agenda

Information about the Appointees

Sr. No.	Particulars	Mr. Boman Irani	Mr. Chandresh Mehta	Mr. Percy Chowdhry
1	**Age**	57	57	55
2	**Qualification**	He holds a bachelor's degree in engineering from M. H. Saboo Siddik College of Engineering.	He holds a bachelor's degree of technology in electrical engineering from Banaras Hindu University, Varanasi and a post-graduate diploma in management from Xavier Institute of Management, Bhubaneshwar.	He holds a bachelor's degree in commerce from University of Bombay.
3	**Experience/Brief Resume**	He is the Chairman and Managing Director of the Company. He has 30 years of experience in the real estate industry. He has been associated with the Company since its incorporation.	He is an Executive Director of the Company. He has 30 years of experience in the real estate industry. He has been associated with the Company as a Director since 2004.	He is an Executive Director of the Company. He has 27 years of experience in the real estate industry. He has been associated with the Company as a Director since 1999.
4	**Terms & conditions of appointment**	Chairman and Managing Director, Not liable to retire by rotation	Executive Director liable to retire by rotation	Executive Director liable to retire by rotation
5	**Remuneration proposed**	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
6	**Remuneration last drawn**	Fixed - ₹ 515 Lakh per annum Perquisites – ₹ 52 Lakh per annum	Fixed - ₹ 515 Lakh per annum Perquisites – ₹ 52 Lakh per annum	Fixed - ₹ 308 Lakh per annum Perquisites – ₹ 34 Lakh per annum
7	**Date of first appointment**	March 01, 2005	October 04, 2004	January 3, 1999
8	**Shareholding in the Company**	4,55,84,460 Equity Shares of ₹ 10 each fully paid up	2,27,67,230 Equity Shares of ₹ 10 each fully paid up	2,27,92,230 Equity Shares of ₹ 10 each fully paid up
9	**Relationship with other Directors, Manager and other KMPs**	Brother of Mr. Percy Chowdhry	N.A.	Brother of Mr. Boman Irani
10	**Number of Meetings of the Board attended during the financial year 2025-26**	05	05	05

Information about the Appointees (Contd.)

Sr. No.	Particulars	Mr. Boman Irani	Mr. Chandresh Mehta	Mr. Percy Chowdhry
11	**Other Directorships**	• Zorabian Agro Private Limited • Attarchand Trading Company Private Limited • Classic Legends Private Limited • CREDAI Clean City Movement • Rustomjee Knowledge City Private Limited • Kapstone Constructions Private Limited • Apex Infraprojects Private Limited • Sanguinity Realty Private Limited • Riverstone Educational Academy Private Limited • MT K Kapital Private Limited • Parsn Built Well Private Limited • Confederation Of Real Estate Developers' Associations of India	• Kapstone Constructions Private Limited • Riverstone Educational Academy Private Limited • Shalom Voyagers Private Limited • Sweety Property Developers Private Limited • Imperial Infradevelopers Private Limited • Keystone Infrastructure Private Limited • Eassy Innovative Services Private Limited • Eassyskill Services Private Limited	• Kapstone Constructions Private Limited • Riverstone Educational Academy Private Limited • Mt K Kapital Private Limited • Credence Property Developers Private Limited • Shalom Voyagers Private Limited • Parsn Built Well Private Limited • Sweety Property Developers Private Limited • Rustomjee Knowledge City Private Limited • Rustomjee Academy for Global Careers Private Limited • Keyspace Realtors Private Limited
12	**Membership/ Chairmanship of Committees of other Boards**	NIL	NIL	NIL

Annexure - 2

Notes to the explanatory statement in terms of Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India

Note for item nos. 12, 13 & 14 of the agenda

Information about the Appointees

Sr. No.	Particulars	Mr. Ramesh Tainwala	Mr. Rahul Divan	Ms. Seema Mohapatra
1	**Age**	66	57	57
2	**Qualification**	He holds a master's degree in management studies from the Birla Institute of Technology & Science.	He possesses following degree/qualification: Fellow of the Institute of Chartered Accountants of India. (FCA) Fellow of the Institute of Chartered Accountants in England and Wales (FCA). Foundation Course in Accountancy, Oxford Polytechnic, Oxford, U.K. B.A., Economics & Commerce, Bombay University.	She holds the following qualifications/degree: B.Com, Commerce, MBA, Marketing
3	**Experience/Brief Resume**	He was associated with Samsonite International S.A. as the Chief Executive Officer since 2014.	He is Managing Partner of Rahul Gautam Divan & Associates, Mumbai, since July 2000 and also he is Partner of Chandabhoy & Jassoobhoy, Ahmedabad Prior to this, he was Audit supervisor at Baker Tilly, London from September 1991 to December 1995, Audit Manager/Supervisor at Coopers & Lybrand, Latvia from January 1996 to July 1997.	She is having 30 years of experience in the Media and Entertainment industry. She is Designated Partner in Ten Years Younger Productions LLP since January, 2019. Prior to this, she was Marketing Director, Business Consultant in Mumbai Film Festival (MAMI) from 2014 to 2015, Strategic advisor in Attano Media Private Limited from 2012 to 2013. She was associated with BBC Worldwide as a Regional Director, Head of Advertising Sales, Regional Manager (west and south India) for twelve years and Seven Months i.e. from April, 2001 to December 2011.
4	**Terms & conditions of appointment**	As per appointment letter, for a second term of five years.	As per appointment letter, for a second term of five years.	As per appointment letter, for a second term of five years.

Information about the Appointees (Contd.)

Sr. No.	Particulars	Mr. Ramesh Tainwala	Mr. Rahul Divan	Ms. Seema Mohapatra
5	**Remuneration proposed**	Sitting Fees for attending Board and Committee Meetings and Profit related commission.	Sitting Fees for attending Board and Committee Meetings and Profit related commission.	Sitting Fees for attending Board and Committee Meetings and Profit related commission.
6	**Remuneration last drawn**	Sitting fee – ₹ 7.5 Lakh Profit related commission - ₹ 13.25 Lakh	Sitting fee – ₹ 11 Lakh Profit related commission - ₹ 13.25 Lakh	Sitting fee – ₹ 9 Lakh Profit related commission - ₹ 13.25 Lakh
7	**Date of first Appointment (As Independent Director)**	11th May, 2022	11th May, 2022	11th May, 2022
8	**Shareholding in the Company**	NIL	NIL	NIL
9	**Relationship with other Directors, Manager and other KMPs**	None	None	None
10	**Number of Meetings of the Board attended during the year**	3	5	4
11	**Other Directorships**	Samsonite South Asia Private Limited Tainwala Chemicals and Plastics (India) Ltd Planet Retail Holdings Private Limited Wacoal India Private Limited Tainwala Holdings Private Limited EERGIC Foundation Real Gem Buildtech Private Limited Periwinkle Fashions Private Limited OCM Private Limited	The Ruby Mills Limited Baltic Consultancy and Services Private Limited Serendib Investments Private Limited Fairway Sports Private Limited Integra Engineering India Limited (resigned in FY 2025-26)	NIL
12	**Membership/ Chairmanship of Committees of other Boards**	NIL	Audit Committee Chairman of The Ruby Mills Limited	NIL
13	**Performance Evaluation**	Satisfactory	Satisfactory	Satisfactory

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

The remote e-voting period begins on Monday, September 14, 2026 at 09:00 A.M. and ends on Thursday, September 17, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 11, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 11, 2026.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL**.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Login method for Individual shareholders holding securities in demat mode is given below: (Contd.)

Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with **CDSL**	1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their **depository participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

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

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

   c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

General Guidelines for shareholders

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

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

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

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

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

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

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

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

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

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

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

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

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

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

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

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

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

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM THROUGH NSDL E-VOTING SYSTEM:

1. Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, e-mail id, mobile number at cs@ rustomjee.com, atleast 48 hours prior to the date of AGM i.e. on or before 4.00 p.m. (IST) on Wednesday, September 16, 2026.

2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

3. Shareholders who would like to ask questions, shall send the same in advance mentioning their name, demat account number/folio number, e-mail, mobile number at cs@rustomjee.com, at least 48 hours prior to the date of AGM i.e. on or before 4.00 p.m. (IST) on Wednesday, September 16, 2026. The same will be replied by the Company suitably.

4. Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.