

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIPUL LIMITED WILL BE HELD ON THURSDAY, NOVEMBER 12, 2026 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the:

- a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, including the Audited Balance Sheet as at March 31, 2026, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as at March 31, 2026, the statement of profit & loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members with the notice of the annual general meeting and submitted to this meeting, be and are hereby received, considered and adopted."

- b) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, including the Audited Consolidated Balance Sheet as at March 31, 2026, the Consolidated Statement of Profit & Loss for the year ended on that date and the Report of the Auditors thereon; and in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited consolidated financial statements of the Company including the balance sheet as at March 31, 2026, the statement of profit & loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon, as circulated to the members with the notice of the annual general meeting and submitted to this meeting, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Punit Beriwalla (DIN: 00231682), who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Punit Beriwalla (DIN: 00231682), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Ratification of remuneration payable to Cost Auditors for the Financial Year ending March 31, 2027

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company hereby ratifies the remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes, travel and out-of-pocket expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180), who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Mr. Dipesh Jasvantlal Shah (DIN: 09511575 as a Director and as an Independent Director

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

“**RESOLVED THAT** Mr. Dipesh Jasvantlal Shah (DIN: 09511575), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 17(1C), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Dipesh Jasvantlal Shah, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., from November 12, 2026 to November 11, 2031 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. Sunil Gupta (DIN: 10523449) as a Director and as an Independent Director

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

“**RESOLVED THAT** Mr. Sunil Gupta (DIN:10523449), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company, who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 17(1C), 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Sunil Gupta, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., from November 12, 2026 to November 11, 2031 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Re-appointment of Mr. Ajay Arjit Singh (DIN: 03051938) as an Independent Director for a second term

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17, 25 and other applicable Regulations of the SEBI Listing Regulations, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ajay Arjit Singh (DIN: 03051938), who was appointed as an Independent Director of the Company for a first term of five consecutive years and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from November 12, 2026 to November 11, 2031 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

B-57, LGF, South Extension,
Part-II, New Delhi-110049
CIN: L65923DL2002PLC167607

By order of the Board
For **Vipul Limited**

Website: www.vipulgroup.in
E-mail: secretarial@vipulgroup.in
Tel: 91 1244791530
Place: Gurugram
Date: October 15, 2026

SD/-
Punit Beriwal
Managing Director, CEO & CFO
DIN-00231682



Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 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 Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. The Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 read with earlier circulars ('SEBI Circulars') has provided relaxations from certain provisions of the SEBI Listing Regulations. In compliance with the Companies Act, 2013 ('Act'), the SEBI Listing Regulations and the MCA and SEBI Circulars, the 35th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company B-57, LGF South Extension Part-II, New Delhi-110049.
2. The Registrar of Companies, NCT of Delhi & Haryana, vide its letter dated August 27, 2026, has granted an extension of three months under Section 96(1) of the Act for holding the AGM for the financial year ended March 31, 2026, i.e. up to December 30, 2026.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 6, and the relevant details of the Directors seeking appointment/re-appointment at this AGM as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
5. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first-come-first-served basis. This will not include large Shareholders (holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Share Transfer Committee, Auditors etc. The Members will be able to view the proceedings on NSDL's e-Voting website at www.evoting.nsdl.com.
6. Institutional/Corporate Members intending to attend through their authorised representatives are requested to send to the Scrutinizer at avafirm@gmail.com, with a copy marked to evoting@nsdl.co.in and secretarial@vipulgroup.in, a certified copy of the Board Resolution/Authority Letter authorising such representative to attend the AGM through VC/OAVM and vote through e-voting. They may also upload the same by clicking on "Upload Board Resolution/Authority Letter" displayed under the 'e-Voting' tab in their login.
7. Only registered Members of the Company may attend and vote at the AGM through the VC/OAVM facility. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote. Members attending through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In line with the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, a letter

providing the web-link, including the exact path, where the Annual Report is available is being sent to those Members who have not registered their e-mail addresses. The Notice and Annual Report 2025-26 are also available on the Company's website www.vipulgroup.in, the websites of BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com), the website of the RTA, MAS Services Limited (www.masserv.com) and on the website of NSDL (www.evoting.nsdl.com).

- 9.** The Register of Members and Share Transfer Books of the Company will remain closed from November 5, 2026 to November 12, 2026 (both days inclusive) for the purpose of the AGM.
- 10.** The Company's Registrar and Transfer Agent for its share registry work (physical and electronic) is M/s MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.
- 11.** During the financial year 2025-26, the Company has transferred the unclaimed final dividend declared at the AGM held on September 29, 2018, along with the corresponding equity shares, if any, to the Investor Education and Protection Fund ('IEPF'). Members whose unclaimed dividends/shares have been transferred to the IEPF may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
- 12.** Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, PAN etc. to their Depository Participant (DP). Members holding shares in physical form are requested to intimate such changes to the RTA in the prescribed Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14, as applicable, which are available on the websites of the Company and the RTA.
- 13.** As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form, including transmission and transposition requests. Further, SEBI has mandated that service requests such as issue of duplicate certificates, renewal/exchange, sub-division, consolidation, transmission and transposition be processed only in dematerialised form (Form ISR-4). Members holding shares in physical form are advised to dematerialise their holdings.
- 14.** As per Section 72 of the Act, the facility for making nomination is available to Members. Members who have not registered their nomination are requested to submit Form SH-13 (or ISR-3/SH-14 to opt out or change a nomination) to their DP (demat holdings) or to the RTA (physical holdings).
- 15.** SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian securities market. After exhausting the option to resolve their grievances with the RTA/ Company directly and through the SCORES platform, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
- 16.** The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, and all other documents referred to in this Notice will be available electronically for inspection by Members without any fee from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents, or seeking any information with regard to the accounts or any matter to be placed at the AGM, may write to secretarial@vipulgroup.in on or before November 5, 2026.
- 17.** M/s. AVA Associates, through its Partner Mr. Amitabh, Practising Company Secretary (Membership No. A14190, COP No. 5500), has been appointed as the Scrutinizer to scrutinise the remote e-voting and e-voting at the AGM in a fair and transparent manner.
- 18.** Members who have not registered their e-mail addresses may do so as under: (a) Physical holding – send a signed request to the RTA at info@masserv.com providing Folio number, name of the shareholder, scanned copy of the share certificate (front and back), self-attested copy of PAN and Aadhaar; (b) Demat holding – contact your DP and register your e-mail address as per the process advised by the DP. Alternatively, such



Members may send a request to evoting@nsdl.com with the above documents for procuring the user ID and password for e-voting.

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

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

- Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is providing Members the facility to exercise their right to vote on all resolutions set out in this Notice by electronic means through National Securities Depository Limited ('NSDL'), both prior to the AGM ('remote e-voting') and during the AGM.
- The remote e-voting period commences on November 7, 2026 at 9:00 a.m. (IST) and ends on November 11, 2026 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- 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. November 5, 2026, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Voting rights shall be in proportion to the Member's share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- Members present at the AGM through VC/OAVM who have not cast their vote by remote e-voting and are not otherwise barred from doing so shall be eligible to vote through the e-voting system during the AGM. Members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to vote again.

Step 1: Access to NSDL e-Voting system

A. Login method for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Existing IDeAS users may visit https://eservices.nsdl.com , click on "Beneficial Owner" under 'IDeAS' , enter User ID and Password, and select "Access to e-Voting" under Value Added Services; click on the Company name or NSDL to be redirected to the e-voting website. Users not registered for IDeAS may register at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp . Alternatively, visit https://www.evoting.nsdl.com , click "Login" under 'Shareholder/Member', and enter the 16-digit demat account number, Password/OTP and verification code. Members can also use the NSDL Mobile App "NSDL Speede" .
Individual Shareholders holding securities in demat mode with CDSL	Users of CDSL Easi/Easiest may log in at www.cdslindia.com (Login – New System Myeasi) using their existing user ID and password and click the e-Voting option to reach the NSDL e-voting page. Users not registered may register at the same link, or access e-Voting directly by providing the Demat Account Number and PAN on the CDSL home page and authenticating with the OTP received on the registered mobile/e-mail.
Individual Shareholders logging in through their Depository Participants	Log in using the credentials of your demat account through your DP registered with NSDL/CDSL; click the e-Voting option and you will be redirected to the NSDL/CDSL site, where you can click on the Company name or NSDL to vote during the remote e-voting period or join the virtual meeting.

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

Members facing technical issues may contact NSDL at evoting@nsdl.com / 022-4886 7000, or CDSL at helpdesk.evoting@cdslindia.com / toll-free 1800 22 55 33.

B) Login method for shareholders other than Individuals holding securities in demat mode and shareholders holding securities in physical mode

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

1. Visit <https://www.evoting.nsdl.com> and click on "Login" under the 'Shareholder/Member' section.
2. Enter your User ID, Password/OTP and the verification code shown. User ID: (a) NSDL demat – 8-character DP ID followed by 8-digit Client ID; (b) CDSL demat – 16-digit Beneficiary ID; (c) Physical – EVEN number followed by Folio Number.
3. If you are already registered for e-voting, use your existing password. If you are using the NSDL e-voting system for the first time, retrieve the 'initial password' communicated to your registered e-mail (the attached .pdf file is protected with your 8-digit client ID/last 8 digits of client ID/folio number) and change it on first login.
4. If you have not received or have forgotten your password, use "Forgot User Details/Password?" or "Physical User Reset Password?" on www.evoting.nsdl.com, or write to evoting@nsdl.com with your demat account/folio number, PAN, name and registered address. OTP-based login is also available.

Step 2: Cast your vote electronically and join the AGM on NSDL e-Voting system

1. After successful login, you will see all companies' "EVEN" in which you hold shares and whose voting cycle is in active status. Select the EVEN of Vipul Limited, i.e. 143352.
2. Cast your vote by selecting the appropriate options and click "Submit" and then "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. You may print the confirmation page.
3. To join the AGM, click on "VC/OAVM link" placed under "Join Meeting" against the Company name. Members are encouraged to join using laptops with Google Chrome for a better experience, and to ensure a stable internet connection.
4. Members who wish to express their views or ask questions during the AGM may register themselves as speakers by sending a request from their registered e-mail address, mentioning their name, DP ID and Client ID/folio number, PAN and mobile number, to secretarial@vipulgroup.in on or before [●]. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. The Scrutinizer shall, after the conclusion of voting at the AGM, count the votes cast at the meeting and through remote e-voting and submit, within two working days of the conclusion of the AGM, a consolidated Scrutinizer's Report to the Chairman or a person authorised by him. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vipulgroup.in and on the website of NSDL, and communicated to BSE Limited and National Stock Exchange of India Limited.



EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ('Act'), the following explanatory statement sets out all material facts relating to the business mentioned at Item Nos. 3 to 6 of the accompanying Notice dated October 15, 2026.

Item No. 3

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Vijender Sharma & Co., Cost Accountants (Firm Registration No. 000180), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending **March 31, 2027** at a remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and out-of-pocket expenses. In accordance with Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members. Accordingly, consent of the Members is sought for passing the Ordinary Resolution set out at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for approval of the Members.

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Dipesh Jasvantlal Shah (DIN: 09511575) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 12.11.2026, subject to the approval of the Members. Pursuant to Section 161(1) of the Act, he holds office up to the date of this AGM. The Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director.

Mr. Dipesh Jasvantlal Shah has given his consent to act as a Director and a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, that he is not disqualified under Section 164 of the Act and that he is not debarred from holding the office of Director by virtue of any SEBI order or any other authority. He has also confirmed his registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, he fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management. The Board considers that his experience and expertise will be of benefit to the Company.

Pursuant to Section 149(10) of the Act and Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director requires the approval of the Members by way of a Special Resolution. A copy of the draft letter of appointment setting out the terms and conditions is available for inspection by the Members as stated in the Notes. His brief profile and other details required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 are given in the Annexure to this Notice.

Except **Mr. Dipesh Jasvantlal Shah** and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special Resolution set out at Item No. 4 for approval of the Members.

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sunil Gupta (DIN: 10523449) as an Additional Director in the capacity of Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 12.11.2026, subject to the approval of the Members. Pursuant to Section 161(1) of the Act, he holds office up to the date of this AGM. The Company has

received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director.

Mr. Sunil Gupta has given his consent to act as a Director and a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, that he is not disqualified under Section 164 of the Act and that he is not debarred from holding the office of Director by virtue of any SEBI order or any other authority. He has also confirmed his registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. In the opinion of the Board, he fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management. The Board considers that his experience and expertise will be of benefit to the Company.

Pursuant to Section 149(10) of the Act and Regulation 25(2A) of the SEBI Listing Regulations, the appointment of an Independent Director requires the approval of the Members by way of a Special Resolution. A copy of the draft letter of appointment setting out the terms and conditions is available for inspection by the Members as stated in the Notes. His brief profile and other details required under Regulation 36(3) of the SEBI Listing Regulations and SS-2 are given in the Annexure to this Notice.

Except Mr. Sunil Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

Item No. 6

Mr. Ajay Arjit Singh (DIN: 03051938) was appointed as an Independent Director of the Company for a first term of five consecutive years, which was due to expire on September 28, 2026. The Nomination and Remuneration Committee, on the basis of the report of his performance evaluation, recommended his re-appointment for a second term of five consecutive years. The Board of Directors, at its meeting held on September 15, 2026, approved the re-appointment of Mr. Ajay Arjit Singh as a Non-Executive Independent Director for a second term of five consecutive years commencing from November 12, 2026 to November 11, 2031, subject to the approval of the Members by way of a Special Resolution in terms of Section 149(10) of the Act.

Mr. Ajay Arjit Singh has given his consent and a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and is not disqualified from being re-appointed. He is the Chairman of the Audit Committee, the Stakeholders Relationship & Share Transfer Committee and the Corporate Social Responsibility Committee of the Company. In the opinion of the Board, he fulfils the conditions specified in the Act and the SEBI Listing Regulations and is independent of the management, and his continued association would be of benefit to the Company.

Except Mr. Ajay Arjit Singh and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Special Resolution set out at Item No. 6 for approval of the Members.



Annexure-I

Details of Directors seeking appointment/re-appointment at the 35th Annual General Meeting

pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)

Particulars	Mr. Punit Beriwalla	Mr. Ajay Arjit Singh	Mr. Dipesh Jasvantlal Shah	Mr. Sunil Gupta
DIN	00231682	03051938	09511575	10523449
Date of Birth / Age	December 1, 1964 / 62 years	January 11, 1974/52 Years	November 28, 1971/55 Years	February 25, 1986/40 Years
Date of first appointment on the Board	October 30, 2002	March 23, 2021	June 26, 2026	June 26, 2026
Qualification	Graduate	Post-Graduate	Graduate	CA & CS
Experience & expertise in specific functional areas	Over 38 years of experience, of which over 24 years in the real estate industry; known for the construction of premium buildings.	Over 25 years of Sales and Marketing experience in Software Services Industry.	Over 15 years of experience in Real estate Industry.	Over 10 Years of experience in finance and Secretarial activities.
Terms and conditions of appointment / re-appointment	Director liable to retire by rotation; continues as Managing Director & CEO for the term April 1, 2026 to March 31, 2029 as approved at the 34th AGM.	Independent Director, not liable to retire by rotation, for a second term of 5 years.	Independent Director, not liable to retire by rotation, for a term of 5 years from November 12, 2026.	Independent Director, not liable to retire by rotation, for a term of 5 years from November 12, 2026.
Remuneration last drawn (FY 2025-26)	Rs. 1,35,60,000/-	Sitting fees only	N.A.	N.A.
Directorships in other companies	- Millennium Plaza Limited - S. B. Developers Limited - Aman Resorts Private Limited - Bhatinda Hotels Limited - S. U. Finance Limited - URR Housing and Construction Private Limited - Choice Real Estate Developers Private Limited - High Class Projects Limited - Vipul Modern Buildcon Private Limited - Ngenox Technologies Private Limited. - Sarvmanglam Builders & Developers Private Limited	- High Class Projects Limited - Maxflow Technology & Solutions Private Limited - Innovage Fintech Private Limited - Innovage Investment Advisers Private Limited - Ammara Craft Maestros Private Limited - Innovage Technologies Private Limited - Craft Maestros Foundation	N.A.	- Pratyancha Financial Services Limited

Membership/ Chairmanship of Committees of other public companies	- Chairman and Member of Audit Committee of High Class Projects Limited - Chairman and Member of Nomination & Remuneration Committee of High Class Projects Limited			
Listed entities from which resigned in the past three years	Nil	Nil	Nil	Nil
Relationship with other Directors / KMP	Father of Mrs. Vishaka Beriwala, Non-executive Director of the Company (ceased w.e.f. September 23, 2025)	None	None	None
Shareholding in the Company	4168608	Nil	NIL	NIL
No. of Board Meetings attended during FY 2025-26	6	6	N.A.	N.A.
Skills and capabilities required for the role and manner in which the Independent Director meets them	N.A.	N.A.	N.A.	N.A.