

Date: 04-09-2025

To,

The Compliance Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers Dalal Street,
Mumbai - 400001.

Scrip Code: 544469

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra -Kurla Complex, Bandra (East),
Mumbai- 400051.

Scrip Symbol : LOTUSDEV

ISIN: INE0V9Q01010

Subject: Intimation under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") - Notice of the 11th (Eleventh) Annual General Meeting and Annual Report for the financial year ("FY") 2024-25.

Pursuant to Regulation 30 and 34 of the SEBI Listing Regulations, please find enclosed the Notice of the 11th (Eleventh) Annual General Meeting ("AGM") of the Members of Sri Lotus Developers and Realty Limited ("the Company") to be held on Friday, September 26, 2025 at 11:00 A.M. (Indian Standard Time) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and the Annual Report for the FY 2024-25.

In compliance with relevant circulars issued by Ministry of Corporate Affairs and SEBI, the aforesaid documents are being dispatched electronically to the Members whose email IDs are registered with the Company / Registrar & Share Transfer Agent ("RTA") / Depository Participant(s) ("DPs"), and are also uploaded on the Company's website: <https://lotusdevelopers.com/investor-relations>.

Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link for accessing the Annual Report for FY 2024-25 is being sent to all those Members who have not registered their email IDs with the Company/ RTA/ DPs.

The details such as (i) manner of registering/updating - email IDs, (ii) casting vote through e-voting and (iii) attending the AGM through VC / OAVM are set out in the Notice convening the 11th AGM.

We request you to take the aforesaid on records.

Thanking You,

For Sri Lotus Developers and Realty Limited
(Formerly known as AKP Holdings Limited)

Ankit Kumar Tater
Company Secretary and Compliance Officer
Membership No. A57623

Notice

Notice is hereby given that the 11th Annual General Meeting of the members of Sri Lotus Developers and Realty Limited (Formerly known as “AKP Holdings Limited”) will be held on Friday, the 26th September, 2025, at 11:00 A.M., through Video Conference (‘VC’)/Other Audio-Visual Means (‘OAVM’) facility, to transact the business mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with Report of the Board of Directors’ and Auditors’ thereon.
2. To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 together with Report of Auditors’ thereon.
3. To appoint a director in place of Mr. Anand Kamalnayan Pandit (DIN: 00015551), who retires by rotation and being eligible, offers himself for re-appointment.
4. **To appoint M/s T. P. Ostwal & Associates LLP, Chartered Accountants as Statutory Auditors of the Company**

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

“RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 (“Act”) read with the companies (Audit & Auditors) Rules, 2014 and such other applicable provisions, if any for the time being in force), and pursuant to recommendation of Audit Committee and approval of Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint T. P. Ostwal & Associates LLP, Chartered Accountants (FRN: 124444W/100150W) as Statutory Auditor of the Company to hold office for the first term of five (5) consecutive years, commencing from conclusion of this 11th Annual General Meeting till the conclusion of 16th Annual General Meeting to be held for financial year 2029-2030 on payment of such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred in connection with audit, if any, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected there with and/or incidental thereto, as may be necessary.”

SPECIAL BUSINESS:

5. **To ratify the remuneration of Cost Auditors for the Financial Year 2025-26**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Companies (Cost Record and Audit) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the payment of remuneration of INR 60,000 (Rupees Sixty Thousands only) along with applicable taxes and out of pocket expenses on actuals payable to Mr. Ankit Kishor Chande, Cost Accountants (Membership Number: 34051) to conduct the audit of the cost records maintained by the Company for the financial year 2025-2026, as recommended by Audit Committee and approved by Board of Directors of the Company, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the said resolution.”

6. **To appoint M/s. Vishal N Manseta, Practicing Company Secretary, as the Secretarial Auditor**

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for appointment of CS Vishal N Manseta, Peer Reviewed Practicing Company Secretary (COP.: 8981 and Peer Review No.: 1584/2021) as Secretarial Auditor of the Company for a period of five (5) consecutive years commencing from Financial Year 2025-2026 till Financial Year 2029-2030, who shall conduct Secretarial Audit and issue the Secretarial Audit Report of the Company for the aforesaid period, at a remuneration as may be mutually decided between the said Auditor and the Board of Directors of the Company, in addition to reimbursement of all out-of pocket expenses, to be incurred by them in connection with the Secretarial Audit.



RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution and for all matters connected therewith and/or incidental thereto, as may be necessary.”

7. To approve revision in the remuneration of Mr. Paarth Chheda, related party, holding office or place of profit in the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements Regulation, 2015, as amended, on the recommendation of the Nomination and Remuneration Committee and Audit Committee and as approved by the Board of Directors of the Company, the approval of the members be and are hereby accorded for revision in remuneration of Mr. Paarth Chheda (being related to Mr. Anand Kamalnayan Pandit, Mrs. Roopa Anand Pandit and Ms. Ashka Anand Pandit, Directors of the Company) holding office or place of profit as President, Business Development under the provisions of Section 188(1)(f) of the Companies Act, 2013, which shall be payable from time to time in the scale of up to Rs. 1,26,00,000/- to Rs. 1,80,00,000/- per annum with annual increment of up to 15% YOY (exclusive of Employer’s contribution to Provident fund and Gratuity) with effect from November 01, 2025 as follows:

Particulars	Amount (Rs.) Per annum
i) Basic	69,72,000/-
ii) HRA	34,86,000/-
iii) Conveyance Allowance	4,74,600/-
iv) Fixed Bonus	9,70,200/-
v) Leave Travel Allowance	6,97,200/-
Total	1,26,00,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms and conditions, remuneration, designation and other entitlements, as deemed necessary and proper in the best interest of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution.”

8. To approve revision in the remuneration of Mrs. Dimple Kamal Dalia, related party, holding office or place of profit in the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder [including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force] and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements Regulation, 2015, as amended, on the recommendation of the Nomination and Remuneration Committee and Audit Committee and as approved by the Board of Directors of the Company, the approval of the members be and are hereby accorded for revision in remuneration of Mrs. Dimple Kamal Dalia (being related to Ms. Roopa Anand Pandit, Director of the company) holding office or place of profit as President, Administration under the provisions of Section 188(1)(f) of the Companies Act, 2013, which shall be payable from time to time in the scale of up to Rs. 36,00,000/- to Rs. 60,00,000/- per annum with annual increment of up to 15% YOY (exclusive of Employer’s contribution to Provident fund and Gratuity) with effect from November 01, 2025 as follows:

Particulars	Amount (Rs.) Per annum
i) Basic	19,92,000/-
ii) HRA	9,96,000/-
iii) Conveyance Allowance	1,35,600/-
iv) Fixed Bonus	2,77,200/-
v) Leave Travel Allowance	1,99,200/-
Total	36,00,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary the terms and conditions, remuneration, designation and other entitlements, as deemed necessary and proper in the best interest of the Company.

RESOLVED FURTHER THAT the Directors and the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, proper, expedient or incidental, to give effect to the above resolution.”

9. To Ratify ‘Sri Lotus Developers Employee Stock Option Scheme 2024’ (ESOP 2024/ Scheme):

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

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“RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 (“Act”), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Act and rules made there under, Regulation 12 and all other applicable provisions, if any, of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable (“Applicable Laws”), the relevant provisions of the Memorandum of Association and Articles of Association of Sri Lotus Developers and Realty Limited (“Company”) and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, ‘Sri Lotus Developers Employee Stock Option Scheme 2024’ (ESOP 2024/ Scheme) as amended and approved by the Members of the Company on January 29, 2025, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, be and is hereby ratified within the meaning of the Regulation 12 of SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations, being authorised to create, offer, issue, reissue, grant and allot employee stock options (“ESOPs”) to the eligible employees on such terms and conditions as provided in the ESOP 2024 and as may be fixed or determined by the Board in accordance with the Act and other applicable laws and to issue fresh options or to reissue options that may have lapsed / cancelled / surrendered already granted under the ESOP 2024 at any time prior to the initial public offer of the Company.

RESOLVED FURTHER THAT the consent be and is hereby accorded to the Board to create, offer, grant, issue, reissue and allot not exceeding 89,00,000 (Eighty Nine Lakhs) employee stock options (“Options”) under ESOP 2024, subject to their eligibility as may be determined under the Scheme, exercisable into not more than 89,00,000 (Eighty Nine Lakhs) fully paid up equity shares of face value of ₹ 1/- (Rupees One) each, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not

an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, which also acts as the Compensation Committee, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations, to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee and / or the Board of the Company be and is hereby authorized to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2024 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of equity shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring into effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme, which are not material, from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company



to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions and any acts previously done by them in this regard be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

By order of the Board of Directors
For Sri Lotus Developers and Realty Limited
(Formerly known as “AKP Holdings Limited”)

Place: Mumbai
Date: August 26, 2025

Ankit Kumar Tater
Company Secretary and Compliance Officer
M. No. A57623

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and Circular 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/ HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and other relevant circulars, if any, (collectively referred as “SEBI Circulars”), have permitted the holding of the Annual General Meeting (“AGM”) of a company through Video Conferencing (“VC”) /Other Audio Visual means (“OAVM”), without the physical presence of the Members at a common venue.

Thus, in compliance with the aforesaid MCA Circulars and SEBI Circulars, applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, each as amended, and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 as amended, (“Listing Regulations”), the Eleventh Annual General Meeting (“AGM”) of the Members of the Company is being convened and conducted through VC or OAVM, without the physical presence of the Members at a common venue.

2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at 5th & 6th Floor, Lotus Tower, 1 Jai Hind Society, N. S. Road No. 12/A, JVPD Scheme, Juhu, Mumbai - 400049. Since, the AGM is being held through VC/ OAVM, the route map of the venue is not annexed hereto.
3. Pursuant to the provisions of Section 105 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 pursuant to the MCA circulars and SEBI circulars, through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slips are not annexed to this notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. The explanatory statement as required under Section 102 of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons for the proposal(s) is annexed to the notice of the AGM (“Notice”). Further, disclosures in relation to Item Nos. 5 to 9 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and ‘Secretarial Standard 2 on General Meetings’ issued by the Institute of Company Secretaries of India (“SS-2”) forms an integral part of this Notice.
5. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 5th & 6th Floor, Lotus Tower, 1 Jai Hind Society, N. S. Road No. 12/A, JVPD Scheme, Juhu, Mumbai - 400049:
 - i) Register of contracts or arrangements in which directors are interested under section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode without any fee by the members from the date of circulation of this notice upto the date of AGM. Members seeking to inspect such documents can send an email to compliance@lotusdevelopers.com.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following

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the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.

7. In terms of the provisions of Section 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC on their behalf and participate there, including cast votes by electronic means. In compliance to the provision of the Companies Act, 2013, Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
8. In line with the SEBI Circular dated October 3, 2024, the Notice of the AGM alongwith the Annual Report for the financial year 2024-25, indicating the process and manner of voting through electronic means along with the process to attend the meeting through VC/OAVM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Depositories and KFIN Technologies Limited, our Registrar and Share Transfer Agent.

The Notice convening the 11th AGM along with Annual Report has been uploaded on the website of the Company at <https://lotusdevelopers.com/> under 'Investor section' and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at <https://www.bseindia.com> and <https://www.nseindia.com> respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
9. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company shall be required to update its database by incorporating some additional details of its members in its records. Members are therefore requested to kindly submit their e-mail ID and other details to their respective Depository Participant / Depository.
10. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to write to the Company at least 7 (Seven) days in advance of the AGM through e-mail on investors@lotusdevelopers.com

lotusdevelopers.com to enable the Company to provide the information required at the AGM. The same will be replied by the Company suitably.

11. Members who would like to ask any questions on the financial statements are requested to send their queries through email investors@lotusdevelopers.com at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
12. Pursuant to the Regulation 36 (3) of the SEBI LODR and the Secretarial Standard-2 on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), brief resume and relevant details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting is stated in the Annexures to the Notice and marked as Annexure A.
13. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. The Company has appointed Mr. Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Company Secretaries (Certificate of Practice No. 6252) as the Scrutinizer to scrutinize the voting and remote e-voting process for the AGM in a fair and transparent manner.
15. The results declared along with the Scrutinizer's Report(s) will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited, in accordance with the provisions of the Act. The results will also be displayed on the Company's corporate website i.e. <https://lotusdevelopers.com/> and on the website of Kfintech i.e. at <https://evoting.kfintech.com>. The results will be announced within the time stipulated under the applicable laws i.e. within two working days of conclusion of the meeting.
16. In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with Depository Participants in case the shares are held in demat mode for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their



Depository Participants (“DPs”) in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.

18. The Notice is being sent to all the Equity Shareholders, whose names appear in the records of the Company as on August 29, 2025.

By order of the Board of Directors
For Sri Lotus Developers and Realty Limited
(Formerly known as “AKP Holdings Limited”)

Place: Mumbai
Date: August 26, 2025

Ankit Kumar Tater
Company Secretary and Compliance Officer
M. No. A57623

Notice

INSTRUCTIONS FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide 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 Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on Tuesday, September 23, 2025 at 9:00 A.M. (IST) and Closes on Thursday, September 25 at 05:00 P.M. (IST). During this period, Members of the Company may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFintech for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A Member can opt for only single mode of voting i.e., through remote e-Voting or e-Voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-Voting shall prevail and vote at the AGM shall be treated as invalid.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vi. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- vii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.



Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nSDL.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nSDL.com II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFinTech. V. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period. VI. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login OR URL: www.cdslindia.com II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFinTech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against ‘Sri Lotus Developers and Realty Limited’ or e-Voting service provider – ‘Kfintech’ and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

Notice

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to

retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Sri Lotus Developers and Realty Limited- AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at



email id scrutinizer@mgconsulting.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ Even No.”

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16th, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) Instructions for all the shareholders including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/ OAVM and e-Voting during the meeting.
 - i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
 - ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
 - v. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions / queries received by the Company till 05:00 P.M., September 23, 2025 shall only be considered and responded during the AGM.
 - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is

Notice

integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from September 22, 2025 to September 23, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from September 22, 2025 to September 23, 2025.
- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Anandan, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, September 19, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-

off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

- i. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- ii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

Item No. 4

To appoint M/s T. P. Ostwal & Associates LLP, Chartered Accountants as Statutory Auditors of the Company

The Shareholders of the Company, at their meeting held on October 21, 2024 have appointed M/s T.P. Ostwal & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. Sanjay & Vijay Associates, Chartered Accountants (Firm Registration No. 120123W) and they shall hold the till the conclusion of Annual General Meeting to be held in the calendar year 2025.

Pursuant to Section 139 of Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 on recommendation of Audit Committee, the Board of directors of the Company at its meeting held on May 22, 2025 approved the appointment of M/s T. P. Ostwal & Associates LLP, Chartered Accountants (FRN: 124444W/100150W) as Statutory Auditors for first term of five (5) consecutive years, subject to approval of members in the ensuing Annual General Meeting.



Further, they shall to hold office from conclusion of 11th Annual General Meeting till conclusion of 16th Annual General Meeting to be held for financial year 2029-2030 to audit the financial accounts of the Company for the financial year 01.04.2025 to 31.03.2026 till 01.04.2029 to 31.03.2030 on payment of such remuneration and reimbursement of expenses, as may be mutually agreed between the Company and the said Statutory Auditor.

Sr. No.	Particulars	Details
1	Proposed Statutory Auditor	The Board of the Directors have approved and recommended the appointment of M/s T. P. Ostwal & Associates LLP, Chartered Accountants (FRN: 124444W/100150W) as a Statutory Auditors of the Company.
2	Basis of Recommendation for appointment	<p>T. P. Ostwal & Associates LLP, chartered accountants, a peer reviewed firm, is a professional services firm focused on providing high quality services to its clients in auditing, tax, consulting and regulatory spheres and bringing technical and practical business advice with consulting, tax and regulatory inputs providing value addition to the client.</p> <p>The Firm is engaged in providing wide spectrum of services in the areas of inbound and outbound investment consultancy, corporate tax consultancy, audit and investigations, management consultancy, exchange control regulations related consultancy, consultancy and compliance services on mergers & acquisitions, foreign collaborations, domestic taxation, international taxation - strategic planning & compliance and goods and services tax matters.</p> <p>Accordingly, the recommendation for their appointment as Statutory Auditor is based on their proven track record and ability to deliver quality Audit services to companies of comparable size and complexity.</p>
3	Details relating to Credentials of Statutory Auditor	T. P. Ostwal & Associates LLP, chartered accountants, a peer reviewed firm, established in 2016 is a professional services firm focused on providing high quality services to its clients in auditing, tax, consulting and regulatory spheres and bringing technical and practical business advice with consulting, tax and regulatory inputs providing value addition to the client. The firm holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) which is valid upto 31.07.2027.
4	Terms of Appointment	To be appointed for the period of 5 (Five) consecutive from Financial Year 2025-2026 till Financial Year 2029-2030 to conduct audit of financial accounts of the Company.
5	Proposed Fees payable	<p>The proposed remuneration to be paid to M/s T. P. Ostwal & Associates LLP for audit services for the financial year ending March 31, 2026 is ₹ 15,00,000 (Rupees Fifteen Lakhs) plus applicable taxes and out-of-pocket expenses. The remuneration for subsequent years would be mutually agreed, subject to the approval of the Audit Committee and the Board.</p> <p>It is also proposed that in addition to the remuneration for audit service, any other fees for certification(s) and other permissible services under Section 144 of the Act will also be paid to the Statutory Auditors, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors, from time to time.</p> <p>The remuneration proposed to be paid to M/s T. P. Ostwal & Associates LLP for the statutory audit to be conducted for aforesaid financial years as compared to the remuneration paid to M/s T. P. Ostwal & Associates LLP, appointed to fill casual vacancy, is in line with industry norms. There is no material change in the proposed fee to be paid to the Auditors for financial year 2025-26 and fees paid to the M/s T. P. Ostwal & Associates LLP for financial year 2024-25 and the Company is not compromising the Audit quality, assurance, standards and services, of whatsoever nature.</p>

The Company has received a letter from M/s T. P. Ostwal & Associates LLP, Chartered Accountants communicating their eligibility and consent to accept the office, if appointed, to act as a Statutory Auditor of the Company with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the said resolution.

Your Directors recommend the resolution set out at item no. 4 to be passed as ordinary resolution for appointment by the members in terms of Section 139 of the Companies Act, 2013.

Item No. 5

To Ratify the remuneration to be paid to cost auditor for FY 2025-26

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, upon recommendation of Audit Committee, is required to appoint a Cost Accountant in practice or a firm of Cost Accountants in practice, as cost auditor. The remuneration of the cost auditor is required to be recommended by the Audit Committee, approved by the Board of Directors and ratified by the members. On recommendation of Audit Committee at its meeting held on 10th July, 2025, the Board has considered and approved appointment of Mr. Ankit Kishor Chande, Practicing Cost Accountant (Membership No. 34051), for conducting the audit of the Company's cost records for financial year 2025-26 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses, if any.

Your Directors recommend the resolution set out at item no. 5 to be passed as ordinary resolution for ratification by the members in terms of Section 148 of the Companies Act, 2013.

Notice

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 5

Item No. 6

To appoint M/s. Vishal N Manseta, Practicing Company Secretary, as the Secretarial Auditor

In accordance with Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, which came into effect on December 13, 2024, significant amendments were introduced to the SEBI LODR Regulations, including Regulation 24A(1b), which mandates that listed entities appoint or re-appoint a Peer Reviewed Secretarial Auditor for a continuous term of 5 years, subject to approval by the shareholders at the Annual General Meeting (AGM).

Keeping in view of the listing of Company's equity shares on the Stock Exchanges dated August 06, 2025, the Audit Committee and the Board of Directors, at their meetings held on August 26, 2025 have approved and recommended the appointment of M/s. Vishal N Manseta, Peer Reviewed Practicing Company Secretary (COP.: 8981 and Peer Review No.: 1584/2021) as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from the FY 2025-26 till FY 2029-30, subject to the approval of the Members at ensuing AGM.

CS Vishal N Manseta has given his consent to act as the Secretarial Auditors, confirmed that he holds a valid peer review certificate issued by ICSI and that he is not disqualified from being appointed as Secretarial Auditor in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, and the relevant notifications and circulars issued by SEBI and ICSI from time to time.

The details required to be disclosed as per the provisions of Regulation 36(5) of SEBI Listing Regulation 2015 are as follows:

Sr. No.	Particulars	Details
1	Proposed Secretarial Auditor	The Board has recommended the appointment of CS Vishal N Manseta, Peer Reviewed Practicing Company Secretary
2	Basis of Recommendation for appointment	<p>CS Vishal N Manseta, a qualified Company Secretary established his practicing Company Secretary firm in the year 2010. Prior to founding his proprietorship, he had over 9 years' of experience in the field of Accounts, Finance and Compliance, as Assistant Company Secretary with well-established Companies/Firms. Further, he has wide experience in Corporate Secretarial Work, SEBI Regulations, Secretarial Audit, Finance, Taxation, Due Diligence etc. He has expertise in a wide spectrum of business services like collaborating with government and non- Government authorities, advisories in corporate and non-corporate matters, business setup and compliance managements and financial structuring and solutions.</p> <p>The Practising Company Secretary possess extensive knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Tax Laws and Other Corporate Laws. The key offerings includes companies act compliances, statutory and event based compliances for listed entities, banking and NBFC compliance and approvals from all the government authorities including approvals from the Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Regional Director (RD), NCLT.</p> <p>In view of the proven track record and ability to deliver quality Secretarial Audit services to companies of comparable size and complexity, credentials of the auditor, including the qualifications and experience, its capability and resources, past experience in conducting Secretarial Audits, and an independent assessment of the quality of audit work previously undertaken by them, Board of Directors have recommended his appointment as Secretarial Auditor of the Company for the aforementioned period. Additionally, CS Vishal N Manseta, Peer Reviewed Practicing Company Secretary is in his compliance with the eligibility criteria and qualifications as prescribed under the Companies Act, 2013 read with Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant notifications and circulars by ICSI and SEBI from time to time in this regard.</p>
3	Details relating to Credentials of Secretarial Auditor	CS Vishal N Manseta, Practising Company Secretary having COP.: 8981 and holding Peer Review Certificate No. 1584/2021 issued by the Peer Review Board of the Institute of Company Secretaries of India which is valid upto November 2026.
4	Terms of Appointment	To be appointed for the period of 5 (Five) consecutive from Financial Year 2025-2026 till Financial Year 2029-2030 to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period.
5	Proposed Fees payable	Upto ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) plus applicable taxes, reimbursement of travelling and other out of pocket expenses incurred in connection with the Secretarial Audit for Financial Year ending March 31, 2026 and for subsequent year(s) of his term, such fee as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditors on recommendation of the Audit Committee.



Your Directors recommend the resolution set out at item no. 6 to be passed as ordinary resolution for ratification by the members in terms of Section 204 of the Companies Act, 2013.

None of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 5

Item No. 7

To approve the revision in the remuneration of Mr. Paarth Chheda, related party, holding office or place of profit in the Company

In terms of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions thereunder, appointment to any office or place of profit in the Company of a relative of a Director at a monthly remuneration exceeding Rs. 2,50,000/- is subject to prior approval of the shareholders of the Company. Accordingly, the Board of Directors of the Company, via its approval at its meeting held on August 26, 2025 and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, recommends appreciation in the existing remuneration payable to Mr. Paarth Chheda, related party, for holding office or place of profit in the Company, from time to time.

Mr. Paarth Chheda is currently holding the position of President – Business Development in the Company. He was associated with Veer Savarkar Projects Private Limited from April 1, 2020, which was later merged with our Company. He holds a bachelor's degree in architecture from Illinois Institute of Technology. Additionally, he is an associate member of the Indian Institute of Architects. Prior to joining our organization, he was associated with Purna Projects Private Limited and Veer Savarkar Projects Private Limited. He has more than 9 years of experience in the real estate sector.

The requisite particulars, including the proposed remuneration, in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and modified, of Mr. Paarth Chheda are set out below:

Name of the related party	Mr. Paarth Chheda														
Name of the Director or Key Managerial Personnel who is related	Mr. Anand Kamalnayan Pandit, Managing Director Ms. Ashka Anand Pandit, Whole Time Director Mrs. Roopa Anand Pandit, Non-Executive and Non Independent Director														
Nature of relationship	Spouse of Ms. Ashka Anand Pandit Son in law of Mr. Anand Kamalnayan Pandit and Mrs. Roopa Anand Pandit														
Nature, duration and particulars of the contract/ arrangement	The said transaction is to hold office of profit in the Company. Duration of the contract shall be so long as he is in employment of the Company.														
Material terms of contract / arrangement including value	Remuneration of up to Rs. 1,26,00,000/- to Rs. 1,80,00,000/- per annum with annual increment of up to 15% YOY (exclusive of Employer's contribution to Provident fund and Gratuity) with effect from September 01, 2025 as follows:														
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount (Rs.) Per annum</th> </tr> </thead> <tbody> <tr> <td>i) Basic</td> <td>69,72,000/-</td> </tr> <tr> <td>ii) HRA</td> <td>34,86,000/-</td> </tr> <tr> <td>iii) Conveyance Allowance</td> <td>4,74,600/-</td> </tr> <tr> <td>iv) Fixed Bonus</td> <td>9,70,200/-</td> </tr> <tr> <td>v) Leave Travel Allowance</td> <td>6,97,200/-</td> </tr> <tr> <td>Total</td> <td>1,26,00,000/-</td> </tr> </tbody> </table>	Particulars	Amount (Rs.) Per annum	i) Basic	69,72,000/-	ii) HRA	34,86,000/-	iii) Conveyance Allowance	4,74,600/-	iv) Fixed Bonus	9,70,200/-	v) Leave Travel Allowance	6,97,200/-	Total	1,26,00,000/-
Particulars	Amount (Rs.) Per annum														
i) Basic	69,72,000/-														
ii) HRA	34,86,000/-														
iii) Conveyance Allowance	4,74,600/-														
iv) Fixed Bonus	9,70,200/-														
v) Leave Travel Allowance	6,97,200/-														
Total	1,26,00,000/-														
Advance paid or received for the contract / arrangement	No														
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	Since this is an Employment Contract its terms are based on the work experience and responsibilities handled by Mr. Paarth Chheda.														
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes														
Any other information relevant or important for the Board NA to take the decision on the transaction															

The remuneration shall be paid in a manner as determined by the Board of Directors of the Company. Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.

The Board of Directors of the Company recommends the Resolution, as set out in Item No. 7, be passed as an Ordinary Resolution.

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Save and except Mr. Paarth Chheda and his relatives, to the extent of their directorship and/ or shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 8

To approve the revision in the remuneration of Mrs. Dimple Kamal Dalia, related party, holding office or place of profit in the Company

In terms of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions thereunder, appointment to any office or place of profit in the Company of a relative of a Director at a monthly remuneration exceeding Rs. 2,50,000/- is subject to prior approval of the shareholders of the Company. Accordingly, the Board of Directors of the Company, via its approval at its meeting held on August 26, 2025 and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, recommends appreciation in the existing remuneration payable to Mrs. Dimple Kamal Dalia, related party, for holding office or place of profit in the Company, from time to time.

Mrs. Dimple Kamal Dalia is currently holding the position of President – Administration in the Company. She holds a bachelor's degree in Arts from Gujarat University. She was associated with Veer Savarkar Projects Private Limited from April 1, 2020, which was later merged with our Company. She has been associated with the group since inception and has more than 20 years of experience in managing the administration of the organisation.

The requisite particulars, including the proposed remuneration, in terms of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and modified, of Mrs. Dimple Kamal Dalia are set out below

Name of the related party	Mrs. Dimple Kamal Dalia														
Name of the Director or Key Managerial Personnel who is related	Mrs. Roopa Anand Pandit, Non-Executive and Non Independent Director														
Nature of relationship	Sister of Mrs. Roopa Anand Pandit														
Nature, duration and particulars of the contract/ arrangement	The said transaction is to hold office of profit in the Company. Duration of the contract shall be so long as she is in employment of the Company.														
Material terms of contract / arrangement including value	Remuneration of up to Rs. 36,00,000/- to Rs. 60,00,000/- per annum with annual increment of up to 15% YOY (exclusive of Employer's contribution to Provident fund and Gratuity) with effect from September 01, 2025 as follows: <table border="1"><thead><tr><th>Particulars</th><th>Amount (Rs.) Per annum</th></tr></thead><tbody><tr><td>i) Basic</td><td>19,92,000/-</td></tr><tr><td>ii) HRA</td><td>9,96,000/-</td></tr><tr><td>iii) Conveyance Allowance</td><td>1,35,600/-</td></tr><tr><td>iv) Fixed Bonus</td><td>2,77,200/-</td></tr><tr><td>v) Leave Travel Allowance</td><td>1,99,200/-</td></tr><tr><td>Total</td><td>36,00,000/-</td></tr></tbody></table>	Particulars	Amount (Rs.) Per annum	i) Basic	19,92,000/-	ii) HRA	9,96,000/-	iii) Conveyance Allowance	1,35,600/-	iv) Fixed Bonus	2,77,200/-	v) Leave Travel Allowance	1,99,200/-	Total	36,00,000/-
Particulars	Amount (Rs.) Per annum														
i) Basic	19,92,000/-														
ii) HRA	9,96,000/-														
iii) Conveyance Allowance	1,35,600/-														
iv) Fixed Bonus	2,77,200/-														
v) Leave Travel Allowance	1,99,200/-														
Total	36,00,000/-														
Advance paid or received for the contract / arrangement	No														
Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	Since this is an Employment Contract its terms are based on the work experience and responsibilities handled by Mrs. Dimple Kamal Dalia.														
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes														
Any other information relevant or important for the Board NA to take the decision on the transaction															

The remuneration shall be paid in a manner as determined by the Board of Directors of the Company. Unless otherwise stipulated for the purposes of the above, the perquisites, if any, shall be as per the Income Tax Rules whenever actual cost cannot be determined.

Further, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, shall be authorised to increase, reduce, alter or vary the aforesaid terms of remuneration, allowances and perquisites, including monetary values thereof, at any time and from time to time, in such manner as the Board of Directors may, in its absolute discretion, deem fit, proper and necessary.



The Board of Directors of the Company recommends the Resolution, as set out in Item No. 8, be passed as an Ordinary Resolution.

Save and except Mrs. Dimple Kamal Dalia and her relatives, to the extent of their directorship and/ or shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 9

To Ratify 'Sri Lotus Developers Employee Stock Option Scheme 2024' (ESOP 2024/ Scheme):

'Sri Lotus Developers Employee Stock Option Scheme 2024' ("ESOP 2024"/ "Scheme") was approved and adopted by the Board on December 18, 2024 and Shareholders on January 29, 2025 by way of special resolution, to reward the employees for their association, retention, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract, retain and motivate the key talents by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability. The Company Views Options as a long-term incentive tool that would enable the Employees to not only become co-owners, but also to create wealth out of such ownership in future. The Scheme shall continue to be in force until (i) its termination by the Board as per provisions of Applicable Laws or in accordance with this Scheme, or (ii) the date on which all of the Options available for issuance under the Scheme have been issued and exercised, whichever is earlier.

The Nomination and Remuneration Committee shall administer the ESOP 2024 in accordance with the applicable laws.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), no Company is permitted to make any fresh grants which involves allotment or transfer of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

Considering that, the Company came out with Initial Public Offering of its Equity shares and the equity shares are listed at BSE Limited and the National Stock Exchange of India Limited with effect from August 06, 2024, the Company's ESOP 2024 is required to be ratified and the approval of the Members is being sought for ratification of the ESOP 2024 and the issue of employee stock Options ("ESOPs") to the eligible employees as may be determined by the Nomination and Remuneration Committee in accordance with the ESOP 2024.

The Board of Directors ("Board") of the Company at its meeting held on August 26, 2025 approved and recommended to the

shareholders of the Company, ratification of the ESOP 2024 and the grant of options to the eligible employees of the Company.

The proposed Scheme is in compliance with Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and the SEBI (SBEB & SE) Regulations read with circulars, if any, issued thereunder to the extent applicable and the particulars are provided as under:

Particulars as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014:

a) Brief description of the 'Sri Lotus Developers Employee Stock Option Scheme 2024' ("ESOP 2024"/ "Scheme"):

The Scheme provides for grant of employee stock options ("Options") to the permanent employees including directors (collectively referred to as "employees") of the Company, as may be permissible under the Companies Act and the SBEB Regulations.

Upon vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company which shall be allotted by the company subject to receipt of exercise price and satisfaction of any tax obligation arising thereon.

The Board of directors (including Nomination and Remuneration Committee) shall administer the Scheme. All questions of interpretation of the Scheme shall be determined by the Board/Committee as per terms of the Scheme and applicable laws.

b) Total number of Options to be granted:

A total of 89,00,000 (Eighty-Nine Lakh) Options would be available for being granted to the eligible employees of the Company under the Scheme. Each Option when exercised would be converted into one equity share of face value of ₹ 1/- (Rupees One Only) each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The Committee is authorized to re-grant such lapsed / cancelled Options as per the Scheme.

In case of any corporate action(s) rights issues, bonus issues, merger, scheme of arrangement, amalgamation, demerger, sale of division and others. In this regard following shall be taken into consideration by the Board:

- (i) the number and the Exercise Price of Option shall be adjusted in a manner such that total value of the Option remains the same before and after such corporate action; and

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- (ii) the Vesting Period and the life of the Option shall be left unaltered as far as possible to protect the rights of the Option Grantees.

Details of grants, exercises and lapsing options prior to its IPO are as follows:

Options Granted	0
Options Lapsed/Expired	0
Options Exercised	0

- c) Identification of classes of employees entitled to participate in the Scheme:

“Employee” shall mean –

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an independent director; or
- (iii) an employee as defined in sub clause (i) or (ii), of a group Company, including Subsidiary Company or its Associate Company (ies) in India or outside India, or of a Holding Company of the Company but does not include-
- a. an employee who is a Promoter or a person belonging to the Promoter Group; or
- b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.
- d) Appraisal process for determining the eligibility of the employees to employee stock options:
- Appraisal process for determining the eligibility of the Employees may include designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board at its sole discretion, from time to time.
- e) Requirements of vesting and period of vesting:

The Options granted shall vest so long as the employee continues to be in the employment or service on the date of vesting and must neither be serving his notice of resignation nor termination of employment/ service on such date of vesting. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which the granted Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of Options granted shall vest in not earlier than 1 (one) year and not more than 4 (four) years from the date of grant of such Options. The exact proportion in which and the exact period over which the Options would vest would be determined by the Committee at the time of grant, subject to the minimum vesting period of one year from the date of grant of Options.

- f) The maximum period within which the Options shall be vested:

The Options granted shall vest in not more than 4 (Four) years from the date of grant of such Options.

- g) The exercise price or pricing formula:

The exercise price per Option shall be determined by the Board which in any case shall not be less than the face value and not more than the fair market value of the share of the Company as on date of grant. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter issued at the time of Grant.

- h) The exercise period and the process of exercise:

- a) Exercise while in employment/ service:

The Exercise Period in respect of a Vested Option shall be subject to a maximum period of 5 (Five) years commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the Board at time of Grant. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period.



b) Exercise Period in case of separation from employment / service:

The Options shall have treatment as under:

S. No.	Events of Separation	Vested Options	Unvested Options
1	Resignation / termination (other than due to Misconduct)	All the Vested Options as on date of submission of resignation / termination shall be exercisable by the Option Grantee on the last working day with the Company .	All the Unvested Options as on date of submission of resignation/ termination shall lapse and stand cancelled with effect from date such resignation/ termination.
2	Termination due to Misconduct	All the Vested Options at the time of such termination shall stand cancelled with effect from the date of such termination.	All the Unvested Options at the time of such termination shall lapse and stand cancelled with effect from the date of such termination.
3	Retirement	All the Vested Options as on date of Retirement shall be exercisable by the Option Grantee within 6 (Six) months from the date of Retirement.	All Unvested Options as on the date of Retirement would continue to vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the Board in accordance with the Company's Policies, if any, and provisions of the then prevailing Applicable Law. Such aforesaid Vested Options can be exercised within a period of 6 (Six) months from the date of Retirement or Vesting, whichever is later
4	Death	All the Vested Options as on the date of death of the Option Grantee can be exercised by the his/her nominee or legal heirs within an Exercise Period of 12 (Twelve) months from the date of death.	All the Unvested Options as on date of death of the Option Grantee shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
5	Permanent Incapacity	All the Vested Options as on date of incurring of such incapacity can be exercised within an Exercise Period of 12 (Twelve) months from the date of incurring such incapacity.	All the Unvested Options as on date incurring such incapacity shall vest immediately and such Vested Options may be exercised in the manner specified for Vested Options.
6	Other reasons apart from those mentioned above	The Board shall decide whether the Vested Options which are not exercised as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All the Unvested Options as on the date of separation shall lapse and stand cancelled with effect from such date unless otherwise required under Applicable Laws.

i) Lock-in period:

The Shares issued upon Exercise shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including that and after Listing under the ICDR Regulations, or code of conduct framed, if any, by the Company, and under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.

j) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that may be granted, under one or multiple Grants, to an Employee shall vary depending upon the eligibility criteria such as tenure, designation and the appraisal, ratings; however, shall be lesser 89,00,000 (Eighty-Nine Lakh) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. However, the Committee reserves the right to decide the number of Options to be granted and the maximum number of Options that can be granted to an Employee within this ceiling.

Provided that if the number of Options that may be offered to eligible Employees in aggregate, during any one year, is equal to or more than 1% (one percent) of the issued capital (excluding outstanding warrants & conversions) of the Company at the time of Grant of Options, then the Company shall take prior approval from shareholders of the Company by way of a special resolution and as a consequence the provisions of this clause shall stand amended.

k) Maximum quantum of benefits to be provided per Employee:

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

Apart from grant of Options as stated above, no monetary benefits are contemplated under the Scheme.

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- l) Whether the Scheme is to be implemented and administered directly by the Company or through a trust:
- The Scheme shall be implemented and administered directly by the Company through the Board of directors (including Nomination and Remuneration Committee) of the Company. However, the Company may seek shareholders' approval in case of change of route of implementation is thought expedient in future.
- m) Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:
- The Scheme contemplates new issue of shares by the Company (without trust route).
- n) The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:
- Not Applicable
- o) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):
- This is not relevant under the Scheme as the Scheme contemplates to use fresh shares to be issued by the Company (without trust route).
- p) Method of option valuation:
- To calculate the employee compensation cost, the Company shall use the fair value method for valuation of the Options granted as per prescribed under Ind-AS 102 or under any relevant accounting standard as notified by appropriate authorities from time to time.
- q) Statement with regard to disclosure in Director's Report:
- As the Company is adopting fair value method for valuation of the employee stock options, there is currently no requirement for disclosures in director's report. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the director's report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the director's report.
- r) The conditions under which Options vested in employees may lapse:
- The vested Options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested Options are not exercised within the prescribed exercise period, then such vested Options shall lapse, which shall immediately get added back to the Options pool.
- s) The specified time period within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:
- In case of resignation / termination without misconduct, all vested Options can be exercised by the employee on the last working day. In case of retirement of an employee, all vested Options as on the date of retirement can be exercised by the Option grantee within 6 (Six) months from the date of Retirement.
- t) Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:
- Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of Options granted under the Scheme if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.
- u) Statement to the effect that the Company shall confirm to the accounting policies prescribed in Regulation 15:
- The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing accounting guidelines, accounting policies and disclosure requirements as prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations).
- v) Certificate of Auditors
- The Board of Directors shall, at each Annual General Meeting, place before the Shareholders of the Company, a certificate from the Secretarial Auditors of the Company, certifying that this ESOP 2024 has been implemented in accordance with the SEBI (SBEB & SE) Regulations.
- None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate



relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2024.

The Board therefore recommends passing of the resolution as set out under Item No. 9 of this Notice for approval of the Members as Special Resolution.

By order of the Board of Directors
For Sri Lotus Developers and Realty Limited
(Erstwhile "AKP Holdings Limited")
(Erstwhile "AKP Holdings Private Limited")

Place: Mumbai
Date: August 26, 2025

Ankit Kumar Tater
Company Secretary and Compliance Officer
M. No. A57623

Notice

Annexure A

Pursuant to the Regulation 36 (3) of the SEBI LODR and Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India (ICSI), the details of Director seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

Name	Anand Kamalnayan Pandit
DIN	00015551
Date of Birth (Age)	21-12-1963
Nationality	Indian
Date of first appointment on the Board	17/02/2015
Designation	Managing Director and Chairman
Qualification	B.E. in Electronics and Communication from University of Gujarat Diploma in marketing management from Management Application Center
Experience/ Expertise	Mr. Anand Kamalnayan Pandit is a renowned entrepreneur with a diverse portfolio in residential and commercial real estate. As the chairman of both Lotus Developers he has established a significant presence in Mumbai's luxury real estate market. With a career spanning over two decades, he has delivered millions of square feet in property developments. Previously, he served as director of Bank of Maharashtra from November 2001 to July 2012. He served as director of Housing & Urban Development Corporation Limited from June 2016 to February 2017. He also served as director of Syndicate Bank from July 2012 to July 2015. He is also a chairman of Planning Committee for Infrastructure Development of Shri Vile Parle Kelavani Mandal. He has completed Executive Real Estate Management Program from Harvard Business School. He has over 24 years of experience in the real estate sector.
Terms and Conditions of Appointment or Reappointment.	Re-appointment as Director of the Company, liable to retire by rotation to comply with the provisions of Section 152 of the Companies Act, 2013.
Remuneration sought to be paid	Nil
Remuneration last drawn	Nil
Number of Board Meetings attended during their tenure in the F.Y. 2024-25	15
Shareholding in the Company	80.75%
List of Other Directorships	1. PURNA PROJECTS PRIVATE LIMITED 2. KAMAL VALUE REALTY (INDIA) PRIVATE LIMITED 3. RUDRATEJ PROPERTIES PRIVATE LIMITED 4. TRUE VRITIKA PROJECTS PRIVATE LIMITED 5. ASHKA PROPERTIES PRIVATE LIMITED 6. AISHWARYA PROPERTY & ESTATES PRIVATE LIMITED 7. SHIVSHRUSHTI REAL ESTATE PRIVATE LIMITED 8. KUNIKA PROJECTS PRIVATE LIMITED 9. SRI LOTUS REAL ESTATE CREATORS (INDIA) PRIVATE LIMITED
Membership/Chairmanship of Committees of other Boards	None
Relationship with other Directors KMP of the Company.	1. Mrs. Roopa Anand Pandit – Non-Executive Director – Spouse 2. Ms. Ashka Anand Pandit – Whole Time Director - Daughter

