



INDIA HOMES LTD
(Formerly India Steel Works Limited)
(CIN: L24310MH1987PLC043186)

Regd. Office: India Steel Works Complex, Zenith Compound, Khopoli, Raigad-410203, Maharashtra.

Corporate Office: 304, Naman Midtown, Tower A, S.B. Marg, Elphinstone (West), Mumbai - 400013.

Tel. No.: (91 22) 62 304 304; Fax No.: (91 22) 62 304 399 Website: www.indiahomesltd.com

Email: cosec@indiasteel.in

NOTICE is hereby given that the 1st (EGM No.1/2025-26) Extra-Ordinary General Meeting (EGM) of the Members of India Homes Limited ('IHL') will be held on **Monday, the 23rd day of February, 2026 at 2.00 P.M. (IST)** through Video Conferencing / Other Audio-Visual Means, to transact the following business:

SPECIAL BUSINESS:

Item No. 1: Increase in Authorised Share Capital & consequential amendment to the Memorandum of Association of the Company.

To consider and if thought fit, to pass the following Resolution, with or without Modification, as "**Ordinary Resolution**":

"RESOLVED THAT in accordance with the provisions of Sections 13, 15, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs.107,00,00,000/- (Rupees One hundred-seven crore only) divided into 42,00,00,000 (Forty-two crore) Equity Shares of Re. 1/- (Rupee One) each and 6,45,00,000 (Six crore forty-five Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each and unclassified shares of the value of Rs.50,00,000 (Rupees Fifty Lakh) to Rs.120,50,00,000/- (Rupees One hundred twenty crore fifty lakh) which shall be divided into 56,00,00,000 (Fifty Six Crores) Equity Shares of Re. 1/- (Rupee One) each, 6,45,00,000 (Six crore forty-five lakh) Preference Shares of Rs.10/- (Rupees Ten) each by creation of additional 13,50,00,000 (Thirteen crore fifty lakh) equity shares of Re. 1/- (Rupee One only) and classifying previously authorized unclassified shares of the value of Rs. 50,00,000 /- in to 50,00,000 (Fifty Lakh) equity shares of Re. 1/- (Rupee One only), each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to reclassify the previously authorized unclassified shares of the value of Rs. 50,00,000 /- into 50,00,000 Equity Shares of Re.1/- each."

RESOLVED FURTHER THAT pursuant to Sections 13, 61 and all other applicable provisions, if any, of the Act, consent of the shareholders of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

"The Authorised Share Capital of the Company is Rs.120,50,00,000/- (Rupees One hundred twenty crores fifty lakh) which shall be divided into 56,00,00,000 (Fifty-six crores) Equity Shares of Re. 1/- (Rupee One) each, 6,45,00,000 (Six crore forty-five lakh) Preference Shares of Rs.10/- (Rupees Ten) each."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members."

Item No. 2: To approve Material Related Party Transaction(s).

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 Regulations 2(1)(zb), 2(1)(zc), 23 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Section 188 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with related rules, if any, as amended from time to time and other applicable laws, regulations, notification, circulars and rules, as amended from time to time, the Company’s Policy on Related Party Transactions, subject to such approval(s), consent(s) and / or permission(s), as may be required, in accordance with the Memorandum of Association and Articles of Association of the Company, and based on the recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for entering into and / or carrying out Agreements/ contracts / arrangements/ transactions (whether individually or series of transaction(s) taken together or otherwise), for the financial year 2025-26 and for the next financial year 2026-2027 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2026 {maximum validity of 15 (fifteen) months}, with the below mentioned Related Parties of the Company as per the amended SEBI Listing Regulations, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or as fresh and independent transaction(s) or otherwise, provided that such contracts, arrangements and transactions be undertaken on the terms and conditions as may be mutually agreed between the Company and the said Related Parties on arm’s length basis and in the ordinary course of business.

Sr. No.	Name of the Related Party	Nature of transactions	Value per Annum for which approval is being sought
1.	Khamgaon Land Development & Trading Co Pvt Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
2.	Leap India Institute Pvt Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
3.	Isistar Exports Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr

4.	Isicom Traders Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
5.	Yeotmal Landdevelopment & trading Co. Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
6.	Isimetals India Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
7.	Isisales India Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
8.	Isiworld Steels Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
9.	India steel International Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
10.	Harbour View Realty Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
11.	Watertight Developers Pvt. Ltd	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
12.	Airtight Developers Pvt. Ltd (Airtight)	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans / investments, purchase / sale of fixed assets, payment of interest for the loans received or to be received and other transactions for business purpose.	Rs.50 Cr
13.	Mr. Sudhir H. Gupta (Executive Chairman)	Entering in to agreements for acquisition of development rights of the Land or ground bearing CTS No.890 situated at Agarwal Building, Davis S. Barretto Road, Wadala (W), Mumbai-31.	Rs.100 Cr

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution relating to unsecured loans taken from the Directors, promoters group Companies, interest accrued there on paid / to be paid, be and are hereby approved, ratified and confirmed.”

“RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary to give effect to this Resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT the Audit Committee and / or the Board of Directors of the Company be and are hereby authorised to delegate all or any of the powers conferred, to any Director or any other Officer(s) / Authorised Representatives of the Company, to do all such acts and take appropriate steps, as may be considered necessary or expedient, after taking necessary approvals, if required to give effect to this Resolution.”

Item No.3. Approval to the Appointment of Mr. Mohamed Ali Altaf Furniturewala (DIN: 02878231) as Non-Executive Independent Director of the Company for first term of 5 (Five) consecutive years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in terms of Articles of Association of the Company, Mr. Mohamed Ali Altaf Furniturewala (DIN: 02878231) who was, pursuant to the provisions of Section 161 of the Act, appointed by the Board of Directors as an Additional Director in the category of Non- Executive Independent Director of the Company, with effect from February 5, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for the first term of 5 (Five) consecutive years, from the date of appointment i.e. February 5 , 2026 to February 4, 2031 (both days inclusive), not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

Item No.4: To approve transactions under Section 185 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to advance or give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity, in which directors of the company are interested or deemed to be interested as specified under section 185 of the Companies Act, 2013. (collectively referred to as the "Entities"), of an aggregate outstanding amount not exceeding Rs.50,00,00,000/- (Rupees Fifty Crores only), in their absolute discretion that the board deems beneficial and in the interest of the Company, provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Advances/ Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings

and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Item No.5: Approval to make investments and /or providing Loans(s) and give guarantee in excess of the limits prescribed under Section 186 of the Companies Act 2013.

To consider and if thought fit, to pass the following Resolution, with or without Modification, as a **“Special Resolution”**:

“RESOLVED THAT pursuant to provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) read with Companies (Management and Administration) Rules, 2014, applicable regulations framed by Securities Exchange Board of India, if any, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (and regulations framed thereunder), and subject to other statutory approvals, consents, sanctions and permissions, as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Finance and the Investment Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) to:

- a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and
- c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate over and above the limits specified under Section 186(2) of the Companies Act, 2013 but shall not exceed at any time a sum equivalent to Rs.50,00,00,000/- (Rupees Fifty Crores only).

RESOLVED FURTHER THAT the Board (including Committee of the Board) be and is hereby authorized to invest in the companies, body corporates, partnership firms, subsidiaries, associates, joint venture, related parties entities or such other entities or persons as may be considered desirable, whether incorporated in India or overseas, give loans to them, provide guarantees on their behalf, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to delegate the power to Committee of the Board to use / modify / amend / reduce/enhance/ utilize the limits under Section 186 of the Act, without any restriction, subject to the overall borrowing limit.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, things and to give such directions as may be deemed necessary or expedient including acceptance and finalization of all such terms, condition(s), modification(s) and alteration(s) to give effect above resolution including with the power to transfer/ dispose of the investments so made, from time to time and to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.”

**Regd. Office: India Steel Works Complex,
Zenith Compound,
Khopoli, Raigad-410203.
Place: Mumbai
Date: 24.01.2026.**

**By Order of the Board of Directors
For India Homes Limited
Sd/-
Sudhir H. Gupta
Executive Chairman (DIN: 00010853)**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item Nos. 1 to 5 of the accompanying Notice, is annexed hereto.

2. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and pursuant to the Ministry of Corporate Affairs, Government of India (“MCA”) General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 9/2024 dated September 19, 2024 (In continuation with the Circulars issued earlier in this regard) (“MCA Circulars”) and other circulars issued in this respect (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI / HO / CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023, SEBI Circular No. SEBI / HO / CFD / CFD-PoD-2/P/CIR/2024/133 Dated October 3, 2024 (in continuation with the Circulars issued earlier in this regard) the “EGM” is being held through VC / OAVM without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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. However, as this EGM is being held through VC / OAVM, and physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the EGM and therefore the Proxy Form and Attendance Slip is not annexed to this Notice.

4. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the body corporate can attend the EGM through VC / OAVM and participate there at and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF / JPG Format) of their Board or governing body’s Resolution / Authorisation, authorising their representative to attend the EGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutiniser through e-mail cs.mayurmore@gmail.com with a copy marked to evoting@purvashare.com and cosec@indiasteel.in.

5. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable clause of Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the persons seeking appointment/ re-appointment as Director at the EGM, is annexed to this Notice- **Annexure-A**.

6. Pursuant to MCA Circulars & SEBI Circulars Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Company shall send the physical copy of the Notice to those Members who request the same at cosec@indiasteel.in mentioning their Folio No./DP ID and Client ID. The Notice will also be available on the Company’s website www.indiahomesltd.com, website of the Stock Exchange i.e., BSE Limited.

7. In terms of the amended Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, except in case of transmission or transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialised form with a Depository. In view of the above, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company’s Registrar and Transfer Agent, for assistance in this regard.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants (“DPs”) in case the shares are held by them in electronic form and to Registrar & Share Transfer Agent R & T A in case the shares are held by them in physical form.

9. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM. For obtaining these copies through electronic means Members may write to the Company Secretary by sending an email to cosec@indiasteel.in till the date of the EGM.

10. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents, Purva Sharegistry India Pvt. Limited (RTA), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the Members.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrars and Transfer Agent Purva Sharegistry India Private Limited (RTA).

12. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to RTA.

13. In case of Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

14. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cosec@indiasteel.in on or before **16th February, 2026** up to 5:00 P.M. The same will be replied by the Company suitably.

16. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account Number / folio number, email id, mobile number at cosec@indiasteel.in on or before **16th February, 2026** up to 5:00 P.M. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

17. The Board of Directors of the Company have **appointed CS Mayur More, Mayur More & Associates, Practicing Company Secretary M. No: A35249 COP: 13104** as scrutinizer for conducting e-voting process for the EGM in a fair & transparent manner.

18. The Scrutiniser shall, after scrutinising the votes, within two working days from the conclusion of the Meeting, submit a consolidated scrutiniser's report thereon to the Chairman or a person authorised by him in writing which will be placed on the website of the Company and on the website of **PURVA** and shall be communicated to BSE Limited.

19. Since the EGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

20. Address of Registrar & Share Transfer of the Company:

Purva Sharegistry (India) Pvt. Ltd., Unit No.9, Ground Floor, Shiv Shakti Ind.Estate, J.R.Boricha Marg, Lower Parel East, Mumbai-400011. Ph No. 022-4970 0138 / 3522 0312 email id: support@purvashare.com.

PURVA E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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 etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at WWW.Indiahomesltd.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com/>.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their EGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **Thursday, 19th February, 2026 at 9:00 A.M. (IST) and ends on Sunday, 22nd February, 2026 at 5:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Monday, 16th February, 2026** (record date) may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company **as on the cut-off date i.e. Monday, 16th February, 2026**.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-

	<p>Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div> <p>5) For OTP based login you can click on https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant India Steel Works Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cosec@indiasteel.in (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosec@indiasteel.co.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

**Regd. Office: India Steel Works Complex,
Zenith Compound,
Khopoli, Raigad-410203.
Place: Mumbai
Date: 24.01.2026.**

**By Order of the Board of Directors
For India Homes Limited
Sd/-
Sudhir H. Gupta
Executive Chairman (DIN: 00010853)**

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business at Resolutions of the Notice and the same should be taken as forming part of the notice.

Item No.1: Approval to the increase in the Authorised Share Capital & consequential amendment to the Memorandum of Association of the Company.

The Current Authorized Share Capital of your Company stands at Rs. 1,07,00,00,000/- (Rupees One Hundred and Seven Crore Only) divided into 1,07,00,00,000 (One Hundred and Seven Crore) Equity Shares of Face Value of Re. 1/- (Rupee One).

The Company's growth plans, loan repayment obligations, and general business requirements may necessitate the raising of fresh capital through available avenues. It is therefore considered desirable to align the Authorized Share Capital of the Company with the scale of its operations and the magnitude of its resources, so as to enable the Company to issue fresh equity shares as and when required.

It is therefore considered advisable to increase the Authorized Share Capital from Rs. 1,07,00,00,000/- (Rupees One Hundred and Seven Crores Only) divided into 42,00,00,000 (Forty-two crores) Equity Shares of Re. 1/- (Rupee One) each and 6,45,00,000 (Six crores and Forty-Five Lacs) Preference Shares of Rs. 10/- (Rupees Ten) each and unclassified shares of the value of Rs.50,00,000 (Rupees Fifty Lacs) to Rs.120,50,00,000/- (Rupees One hundred twenty crore fifty lakh) which shall be divided into 56,00,00,000 (Fifty Six Crores) Equity Shares of Re. 1/- (Rupee One) each, 6,45,00,000 (Six crore forty-five lakh) Preference Shares of Rs.10/- (Rupees Ten) each by (i) creation of additional 13,50,00,000 (Thirteen crore fifty lakh) equity shares of 1/- (Rupees One only) and (ii) classification of previously authorized unclassified shares of the value of Rs. 50,00,000 /- in to 50,00,000(Fifty Lakh) equity shares of 1/- (Rupees One only), each ranking pari-passu in all respect with the existing Equity Shares of the Company).

The aforesaid proposed increase in the Authorized Share Capital will require subsequent alteration in Clause V of Memorandum of Association of the Company pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements respectively.

The Board of Directors, therefore, recommend the passing of the ordinary resolutions at item No. 1 of the accompanying notice.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 05.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays) from the date of dispatch of this Notice till the last date fixed for e-voting. The same is also available at the website of the Company at www.indiahomesltd.com.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

Item No.2: Approval to the material related party transactions:

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 ("SEBI Listing Regulations"), effective April 1, 2022, also amendments made thereafter, mandate prior approval of the Members by means of an ordinary resolution for all material Related Party Transactions ("RPT"), even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceed(s) Rs. 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Further, SEBI, vide Circular dated 8th April, 2022 has clarified that the omnibus Members approval for material RPTs of the Company, shall be valid up to the date of the next AGM, for a period not exceeding 15 (fifteen) months (maximum validity of 15 months) in the financial year 2025-2026 and in the next financial year 2026-2027 until the date of the Annual General Meeting of the Company, the transactions of the Company with the below-mentioned Related Parties, may exceed the applicable materiality thresholds, as provided under the SEBI Listing Regulations, as amended from time to time.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on January 24, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 2 of this Notice.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

Sr.No.	Particulars of the information	Information provided by the Management
A. Details of the related party and transactions with the related party		
A(1)	Basic details of the Related Party Transactions	
1	Name of the related party(ies)	i. Khamgaon Land development & Trading Co P Ltd. ii. Leap India Institute Pvt Ltd. iii. Isistar Exports Pvt. Limited iv. Isicome Traders Pvt. Ltd. v. Yeotmal Land Development & Trading Co. Pvt Ltd. vi. Isimetals India Pvt Ltd. vii. Isisales India Private Limited viii. Isiworld Steels Pvt. Ltd ix. India Steel International Pvt Ltd x. Harbour View Realty Pvt Ltd. xi. Watertight Developers Pvt Ltd. xii. Airtight Developers Pvt Ltd xiii. Mr. Sudhir H. Gupta, Executive Chairman.
2	Country of incorporation of the related party	India
3	Nature of business of the related parties	Trading, real estate activities
A(2) Relationship and ownership of the related parties		

1	Relationship between the listed entity and the related parties— including nature of its concern (financial or otherwise) and the following:	All the related party Companies are owned / controlled by the promoter chairman & his relatives.
	a) Shareholding of the listed entity whether direct or indirect, in the related parties	Listed entity does not hold any shares in the related parties
	b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity	NA
	c) Shareholding of the related parties, whether direct or indirect, in the listed entity	i.Khamgaon Land development & Trading Co P Ltd.-80510 (0.02%) ii.Isistar Exports Pvt. Limited-437500(0.11%) iii.Isicome Traders Pvt. Ltd. 1312750(0.33%) iv.Yeotmal Land Development & Trading Co. Pvt Ltd.43650000(10.97%) v.Isimetals India Pvt Ltd.17400350(4.37%) vi.Isisales India Private Limited17400400(4.37%) vii.Isiworld Steels Pvt. Ltd-17837500(4.48%) viii.India Steel International Pvt Ltd. 41346049(10.39%) ix.Mr. Sudhir H. Gupta , Executive Chairman. 1845550 (0.46%) Other related parties for whom approval sought have no shareholding in the listed entity.
A(3) Details of previous transactions with the related parties		
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related parties during the last financial year.	Nil Loan from Mr. Sudhir H. Gupta: Rs.0.62 Cr
2	Total amount of all the transactions undertaken by the listed entity with the related parties in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	i.Khamgaon Land development & Trading Co P Ltd.: has given loan to the Company Rs.162.13 Lakhs ii.Isisales India Private Limited.Rs.19.45 Lakhs iii.Mr. Sudhir H. Gupta, Executive Chairman has given loan to the Company Rs. 7.48 Cr Other related parties for whom approval being sought :Nil
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years	Nil
A(4) Amount of the proposed transactions		
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Up to Rs.50 Cr for each related party and in case of Mr. Sudhir H. Gupta Rs.100 Cr
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes

3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Nil as the listed entity having no Turnover.
4	Financial performance of the related parties for the immediately preceding financial year (FY 2024-25)	<p>i.Khamgaon Land development & Trading Co P Ltd.: Turnover: Nil PAT: Nil, Net Worth: Rs.450.58 Lacs</p> <p>ii. Leap India Institute Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: (Rs.425.66 Lacs)</p> <p>iii.Isistar Exports Pvt. Limited Turnover: Nil PAT: Nil, Net Worth: Rs.104.79 Lacs</p> <p>iv.Isicome Traders Pvt. Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.62.09Lacs</p> <p>v.Yeotmal Land Development & Trading Co. Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.64.24 Lacs</p> <p>vi.Isimetals India Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.16.25 Lacs</p> <p>vii.Isisales India Private Limited Turnover: Nil PAT: Nil, Net Worth: Rs.63.14 Lacs</p> <p>viii.Isiworld Steels Pvt. Ltd Turnover: Nil PAT: Nil, Net Worth: Rs.157.55 Lacs</p> <p>ix.India Steel International Pvt Ltd Turnover: Nil PAT: Nil, Net Worth: Rs.588.99 Lacs</p> <p>x.Harbour View Realty Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.0.24Lacs</p> <p>xi.Watertight Developers Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.1.00 Lacs</p> <p>xii.Airtight Developers Pvt Ltd Turnover: 4.30 PAT: 5.78, Net Worth: Rs.26.18 Lacs</p>
A(5) Basic details of the proposed transaction		
1	Specific type of the proposed transactions	Purchase / Sale of goods, Rendering of services, Receipt of services / inter Corporate loans purchase / sale of fixed assets, payment of interest for the loans ,if any, already received or to be received, entering in to agreement for acquisition of development rights and other transactions for business purpose.
2	Details of each type of the proposed transactions	At arms' length
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	F.Y.2025-26 and F.Y.2026-27
4	Whether omnibus approval is being sought?	Yes

5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to Rs.10 Cr for 2025-26 and Rs.40 Cr in the FY 2026-27 in each case. In case of entering in to agreements for acquisition of development rights, the consideration may differ to next financial year.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The related party transactions are in the ordinary course of the business and at arms' length basis. Borrowings from promoters /Directors ensure availability of funds on timely and cost-effective terms compared to external borrowings. Transactions for which approval is sought, are done at a price that is compliant with Inter- Company Transfer Pricing Guidelines.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Sudhir H. Gupta, Executive Chairman Mr. Varun S. Gupta , Managing Director Mr. Siddharth S. Gupta, Jt. Managing Director Mrs. Priyanka V. Gupta, Non-Executive Director Are the Promoters of the Company and the indirect beneficial owner of the related parties, are considered to be interested in the transaction.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related parties	All the shares in the related party entities are held by the Promoters, promoter Directors & relatives.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9	Other information relevant for decision making.	None
B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
Sr. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	None
2	Basis of determination of price.	Shall be Based on quotations , Pricing compared with market rates or similar transactions with unrelated parties, Cost-Plus / Margin-Based Pricing
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		

Sr. No.	Particulars of the information	Information provided by the management
1	Material covenants of the proposed transaction	Payment of principal, interest, fees, and other amounts when due. The Loan shall be used by the Company solely for its general corporate purposes and / or repayment of financial obligations / working capital needs, at the discretion of its management.
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Loan shall bear interest at the rate of 12% (Twelve percent) per annum, calculated on the reducing principal balance, until repayment or conversion in to equity, whichever is earlier.
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Only interest cost.
4	Maturity / due date	Within a period of 2 years from the date of receipt.
5	Repayment schedule & terms	The Principal Loan Amount shall be repaid in four (4) equal tranches.
6	Whether secured or unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not applicable
8	The purpose for which the funds will be utilized by the listed entity / subsidiary	corporate purposes and / or repayment of financial obligations / working capital needs,

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
Sr. No.	Particulars of the information	Information provided by the management
1.	Debt Equity Ratio of the listed entity based on last audited Financial Statements: a. Before transaction b. After transaction	2.34 3.88
2.	Debt Service Coverage Ratio of the listed entity based on last audited Financial Statements: a. Before transaction b. After transaction	0.03 -0.24

Entering in to Agreement with Mr. Sudhir H. Gupta, Executive Chairman:

The Company has to enter into an agreement with Mr. Sudhir H. Gupta, Executive Chairman, for acquisition of development rights of leasehold land bearing Plot No. 252, CTS No. 890 (North), Wadala (approx. 843 sq. yards). The Company shall develop the land at its cost and pay 12% of the top-line gross revenue from the free sale component to the owner. The Company shall not create any encumbrance on the land, if mortgage, hypothecation, or any lien created on the Land for any financing shall be restricted to the free sale component only. The Company shall vacate existing tenants, pay hardship allowance/rent, and provide alternate accommodation. The Company shall comply with applicable laws and indemnify the owner against tenant-related claims or any negligence by the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Accordingly, as per the SEBI Listing Regulations, the approval of the Members is sought for all such contracts/arrangements/ transactions to be undertaken (whether individually or taken together or series of transactions or otherwise), whether by way of continuation/ extension/ renewal/ modification of earlier arrangements/ transactions or as fresh and independent transaction(s) or otherwise) with the above-mentioned Related Parties of the Company, during the financial year 2025-2026 and in the next financial year 2026-2027 until the date of the AGM of the Company.

The above transactions are in the ordinary course of business of the Company and on an arm's length basis and as such are exempt from the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder. The Audit Committee and the Board of Directors of the Company has granted its approval for the RPTs proposed to be entered into by the Company with the aforementioned Related Parties during the financial year 2025-26 and has also noted that the said transactions with the Related Parties are on arms' length basis and in the ordinary course of the Company's business.

Members may please note that in terms of the provisions of the SEBI Listing Regulations, Related Parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the resolution.

Except Mr. Sudhir H. Gupta (Executive Chairman), Mr. Varun S. Gupta (Managing Director), Mr. Siddharth S. Gupta (Jt. Managing Director), Mrs. Priyanka V. Gupta (Non-executive Director) and their relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No.2 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, your Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 2 of this Notice for the approval of the Members of the Company.

Item No.3. Approval to the Appointment of Mr. Mohamed Ali Altaf Furniturewala (DIN: 02878231) as Non-Executive Independent Director of the Company for first term of 5 (Five) consecutive years.

After reviewing of confirmation of Independence received from **Mohamed Ali Altaf Furniturewala (DIN: 02878231)** under Section 149(6) of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing 11 Regulations') and on the recommendation of the Nomination & Remuneration Committee the Board of Directors ('Board') of the Company at its meeting held on January 24, 2026 had approved his appointment as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 5 February, 2026 for a first term of 5 (Five) consecutive years. Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the directorship of **Mohamed Ali Altaf Furniturewala (DIN: 02878231)** has to be approved by the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

The proposed special resolution as set out at Item No. 3 of this Notice, has been proposed keeping in view of the said requirement. Appropriate notice has been received from a member proposing his candidature as a Director of the Company pursuant to Section 160 of the Act. The Company has received declaration from **Mohamed Ali Altaf Furniturewala (DIN: 02878231)** that he meets with the criteria of Independence as prescribed under Section 149 of the Act and Regulation 16 of the Listing Regulations. He had no prior transaction / association with the Company, its Directors, Promoters and Promoter group entities. The Board opines that Mohamed Ali Altaf Furniturewala (DIN: 02878231) fulfils the conditions specified under Section 149(6) and Schedule IV of the Act, Regulation 16 of the Listing Regulations and also that he is independent of the management. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

Accordingly, the Board recommends his appointment as an Independent Director of the Company for a period of 5 (Five) years with effect from 5 February,2026 to 4 February, 2031 (both days inclusive). The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered / Corporate Office during normal business hours on any working day of the Company.

A brief profile and other information as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI is provided as "Annexure-A".

Your Board recommends the Special resolution as set out in Item No.3 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. **Mohamed Ali Altaf Furniturewala** (whose appointment is proposed in the resolution) and his relatives, are in any way concerned or interested in the resolution.

Item No.4: To approve transactions under Section 185 of the Companies Act 2013.

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution.

The management is of the view that the Company may be required to invest surplus funds, if available in its wholly owned subsidiary Companies or to any other body corporate(s) in which the Directors of the Company are interested, as and when required.

Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such any person, for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommends resolution as set out in item No. 4 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

Item No.5: To approve transactions under Section 186 of the Companies Act,

The Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

To optimize the use of the funds available with the Company and achieve its long-term strategic and business objectives, the Board of Directors, in their meeting held on 24.01.2026 approved and recommended to the shareholders, to utilize up to an amount of Rs. 50 Crores (Rupees Fifty Crores only) under Section 186 of the Act, by investing in securities of other corporate entities, granting loans, providing guarantees, or offering security to other individuals or corporate entities, as and when required.

The above proposal is in the interest of the Company and the Board of Directors recommends the resolution set out at Item no. 5 of this Notice for your approval as a Special Resolution.

None of the directors or key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution as set out in the Notice.

Regd. Office:
India Steel Works Complex,
Zenith Compound, Khopoli, Raigad-410203.
Place: Mumbai
Date: 24.01.2026.

By Order of the Board of Directors
For India Homes Limited
Sd/-
Sudhir H. Gupta, Executive Chairman
DIN: 00010853

Annexure-A

Details of Directors seeking appointment /re-appointment Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General-Meetings SS-2.

Name of the Directors	Mr. Mohamed Ali Altaf Furniturewala (DIN: 02878231)
Date of birth and Age	01/08/1977 & aged about 48.
Date of appointment / re-appointment	Appointment as Independent Director not liable to retire by rotation by the Board for a period of 5 years effective 5 th February,2026 subject to approval of the Shareholders of the Company at the ensuing Extra-Ordinary Genral Meeting to be held on 23 rd February,2026.
Qualifications	Graduate in Commerce from the Mumbai University.
Experience and expertise in specific functional areas	Mr. Ali Altaf Furniturewala has commerce Background and has strong hold on management, Liasioning with the Investors, general administration, finance, marketing, sales and purchase
Remuneration last drawn (including sitting fees, if any)	He is entitled to sitting fees.
Remuneration proposed to be paid	NA
Disclosure of Relationships between DirectorInter-se.	None of the Directors / promoters are related to Mr. Mohamed Ali Altaf Furniturewala.
Directorships held in other (excluding pvt ltd & foreign)Companies.	Nil
Membership / Chairmanship of the Committees across Companies.	Nil
No. of shares held in the Company including shareholding as beneficial owner.	Nil
Listed Companies from which resigned from past three years.	Nil