NOTICE

NOTICE is hereby given that the **Thirty Ninth (39th) Annual General Meeting of the Members of India Homes Limited** (CIN: L24310MH1987PLC043186) will be held on **Friday, 25th day of September, 2026, at 2:00 p.m. (IST)** through Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

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

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To declare dividend @0.01% on the total paid up preference share capital of the Company for the financial year ended March 31, 2026.

3. To appoint a Director in place of Mr. Varun S. Gupta (DIN: 02938137), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Varun S. Gupta (DIN: 02938137), who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

"**RESOLVED FURTHER THAT** the above-mentioned re-appointment of Mr. Varun S. Gupta (DIN: 02938137), as a Director, shall not in any way constitute a break in his existing office as the Managing Director of the Company.

4. **To appoint M/s. CGCA & Associates LLP, Chartered Accountants as Statutory Auditors of the Company.**

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

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or reenactment thereof and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. CGCA & Associates LLP, Chartered Accountants (FRN: 123393W / W100755) be and are hereby appointed as the Statutory Auditors of the Company for a term of 1 (one) year, who shall hold office from the conclusion of this 39th Annual General Meeting until the conclusion of the 40th Annual General Meeting of the Company, at such remuneration as mentioned in the statement annexed herewith.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

SPECIAL BUSINESS:

5 To enter in to material related party transactions with Level Enterprises LLP:

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

"**RESOLVED THAT** pursuant to Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Companies Act, 2013, and such other laws, regulations, circulars and guidelines as may be applicable, approval of the Members of the Company be and is hereby accorded for the Company to enter into agreements, arrangements, transactions and contracts with Level Enterprises LLP and/or its partners, who are related parties of the Company, in connection with the Company's proposed investment and capital contribution in Level Enterprises LLP and admission as a designated Partner thereof, for an aggregate amount not exceeding Rs. 55 Crore (Rupees Fifty Five Crore only), during such period and on such terms and conditions as provided in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to negotiate, finalize, execute, amend, renew and/or terminate the LLP Agreement, contribution agreements, investment agreements and all ancillary documents and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Director, Key Managerial Personnel or officer of the Company for the purpose of giving effect to this resolution.

6. 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 2026-27 and for the next financial year 2027-2028 i.e., until the date of the Annual General Meeting of the Company to be held during the calendar year 2027 {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	Amount (not exceeding Rs. in Cr)
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

Sr. No.	Name of the Related Party	Nature of transactions	Amount (not exceeding Rs. in 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 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
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

Sr. No.	Name of the Related Party	Nature of transactions	Amount (not exceeding Rs. in 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.	Isinox Limited (IL)	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
14.	Leap India brand hub Services Pvt Ltd (LIBSPL)	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
15.	Level Constructions Pvt Ltd (LCPL)	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
16.	Gupta Housing Private Limited (GHPL)	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
17.	Level Enterprises LLP	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
18.	Sudhir H. Gupta Varun S. Gupta Siddharth S. Gupta Priyanka V. Gupta	Purchase / Sale of goods, Rendering of services, Receipt of services / 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
19.	Mr. Sudhir H. Gupta (Executive Chairman)	Entering in to agreements for acquisition of development rights of the Land or ground bearing CTS 890 situated at Agarwal Building, Davis S. Barretto Road, Wadala (W), Mumbai-31.	Rs. 200 Cr

Sr. No.	Name of the Related Party	Nature of transactions	Amount (not exceeding Rs. in Cr)
20	Mr. Sudhir H. Gupta (Executive Chairman)	Entering in to agreements for acquisition of development rights of the plot of land bearing C.T.S. No. 652 (Pt) of Village Borla, Taluka Kurla, situated at Waman Tukaram Marg, Chembur, Mumbai – 400071.	Rs. 1000 Cr

"**RESOLVED FURTHERTHAT** 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."

7. 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** in supersession to all earlier Resolutions passed in this regard and 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 anybody 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.100,00,00,000/- (Rupees Hundred 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: 3rd August, 2026.

By Order of the Board of Directors
India Homes Limited

Sudhir H. Gupta
Executive Chairman
DIN:00010853

NOTES:

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 , 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22 , 2025 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") and such other applicable circulars issued by MCA and SEBI ("the Circulars") read with the provisions of the Listing Regulations, companies are allowed to hold AGM through video conference or other audio visual means ("VC/OAVM"), without the physical presence of members at a common venue. Accordingly, the Company is convening the 39th AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and Circulars, the 39th AGM of the Company is being held through VC/OAVM on Friday, 25th September 2026 at 2.00 P.M. IST. The deemed venue for the AGM will be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, as this AGM 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 AGM and therefore the Proxy Form and Attendance Slip is not annexed to this Notice.
3. The Annual Report, Notice of the AGM and other documents sent through e-mail are also available on the Company's website https://www.indiahomesltd.com.
4. The Company has engaged the services of Purva Sharegisrty India Pvt Ltd to provide VC facility and e-voting facility for the AGM.
5. The statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of appointment of Auditor in ordinary business at item no. 4 and the special business under Item Nos. 5 to 6 set out in this Notice is annexed to this notice.
6. 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 re-appointment as Director retiring by rotation at the AGM, is annexed to this Notice.
7. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
8. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution /authorization letter to the Scrutiniser at email cs.mayurmore@gmail.com with a copy marked to evoting@purvashare.com and to the Company at cosec@indiasteel.in authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
9. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at https://www.indiahomesltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE at **www.bseindia.com** and is also available on the website of Purva Sharegistry India Pvt Ltd (agency for providing the Remote e-Voting facility) i.e. **https://evoting.purvashare.com/**.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

11. 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 etc. to the RTA & for shares held in electronic form: to their Depository Participants ("DPs")

12. Pursuant to MCA Circulars & SEBI Circulars Notice of the AGM along with the Annual Report for F.Y. 2025-26 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 Annual Report FY 2025-26 to those Members who request the same at cosec@indiasteel.in mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.indiahomesltd.com, website of the Stock Exchange i.e., BSE Limited.

13. Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.

14. 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 Annual General Meeting in a fair & transparent manner. 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 and shall be communicated to BSE Limited. Subject to approval of the requisite number of votes, the Resolutions set out in this Notice for the AGM shall be deemed to be passed on the date of the AGM.

15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote. 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 the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry India Pvt Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by Purva.

16. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 19th September, 2026 to Friday, 25th September, 2026** (both days inclusive) for the purpose of the AGM.

17. 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.

18. 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. The said form can be downloaded from the Company's website www.indiahomesltd.com (under 'Investors' section). 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.

19. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company.

20. All documents referred to in the accompanying notice and the explanatory statements including the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act etc., 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 AGM.

21. Members holding shares in physical form are requested to inform the Company's Registrars and Transfer Agents, Purva Sharegistry India Private 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.
22. Once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
23. 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 18th September, 2026 up to 5:00 P.M. The same will be replied by the Company suitably.
24. 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 18th September, 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.

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

i. **The remote e-voting period begins on Monday, 21st September, 2026 at 9:00 A.M. (IST) and ends on Thursday, 24th September, 2026 at 5:00 P.M. (IST).** The e-voting module shall be disabled by Purva for voting thereafter.

ii. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday,18th September, 2026** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company **as on the cut-off date i.e. Friday,18th September, 2026.**

iii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

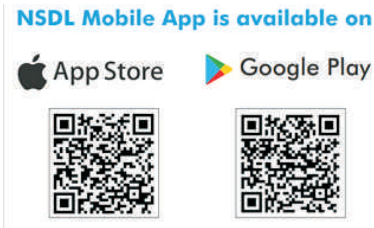
iv. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders' / 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.

v. 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**	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/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

Type of shareholders	Login Method
	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**	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-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. 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 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.

Type of shareholders	Login Method
	4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.  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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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:

	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).

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVENT NO. for the relevant Company India Homes Ltd on which you choose to vote.

(xi) 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.

(xii) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) **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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/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 AGM/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/AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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 Company/RTA email id.
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 AGM & 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

By Order of the Board of Directors
India Homes Limited

Sudhir H. Gupta
Executive Chairman
DIN: 00010853

Place: Mumbai
Date: 3rd August, 2026.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’), given hereunder sets out all material facts relating to the special business mentioned in the accompanying Notice dated 3rd August, 2026.

Item No. 4: To appoint M/s. CGCA & Associates LLP, Chartered Accountants as Statutory Auditors of the Company.

As an additional information, the Explanatory Statement contains material facts pertaining to ordinary business mentioned at Item No. 4 of the Notice. This Explanatory Statement is in terms of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), though statutorily not required in terms of Section 102 of the Act.

Section 139 of the Companies Act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the act and rules made there under, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years.

M/s. Laxmikant Kabra &Co LLP, Chartered Accountants, Firm Reg. No.: 117183W/ W100736, were re-appointed as the Statutory Auditors for the 2nd term at the 36th Annual General Meeting held on 29th day of September 2023, till the conclusion of the 39th Annual General Meeting to be held in the year 2026, for a period of 3 years.

Accordingly, M/s. Laxmikant Kabra &Co LLP would be completing their second term as the Statutory Auditors of the Company at this Annual General Meeting. Upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on 15th May 2026, has recommended the appointment of M/s. CGCA & Associates LLP, Chartered Accountants (FRN:123393W/W100755), as the Statutory Auditors of the Company.

The said M/s. CGCA & Associates LLP will hold office for a period of one year from the conclusion of this 39th Annual General Meeting of the company till the conclusion of the 40th Annual General Meeting to be held in the year 2027.

The audit shall be conducted for the financial year ending 31 March 2027 and shall include the limited review of the quarterly financial statements for the said financial year. The scope of the engagement shall also include the limited review of the quarterly financial statements for subsequent periods during the auditor's tenure, up to the conclusion of the Annual General Meeting to be held in the year 2027, during which he continues to hold office.

The appointment is subject to the approval of the members of the Company.

M/s. CGCA & Associates LLP have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Audit Committee and the Board of Directors considered various factors in recommending the appointment of M/s. CGCA & Associates LLP, Chartered Accountants (FRN:123393W/W100755), as the Statutory Auditors of the Company such as experience of the firm in handling audits of listed companies, ability of the firm to seamlessly scale and understand the Company’s operations, systems and processes, ability of the firm in servicing the Company, use of latest technologies and methods to advance audit quality and considered it to be suitable for appointment as statutory auditors.

M/s. CGCA & Associates LLP, Chartered Accountants (FRN:123393W/W100755 has the experience of handling various listed and unlisted companies for statutory audit as well as other services. The credentials of the proposed Statutory Auditor Annexed as Annexure-A

The proposed remuneration to be paid to M/s. CGCA & Associates LLP, Chartered Accountants for the financial year ending 31 March 2027 and to assume office till the conclusion of the 40th Annual General Meeting of the Company to carry out statutory audit is **Rs.500000/- (Rupees Five Lakh)** plus applicable taxes and reimbursement of out-of-pocket expenses. He will also be paid Rs.50000/- for Quarterly limited review report, In comparison the Outgoing Auditor was entitled to Rs.8,00,000/- p.a.

Besides the audit services, he will carry out the tax audit for the financial year for Rs.75000/-. The Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

Item No.5: to enter in to material related party transactions with Level Enterprises LLP ("LLP").

The Board of Directors of the Company has approved a proposal for the Company to make an investment and capital contribution in Level Enterprises LLP ("LLP") and to be admitted as a Designated Partner thereof.

At present, Shri Varun S. Gupta and Shri Siddharth S. Gupta hold 100% of the capital contribution in the LLP. The total capital contribution of the LLP is Rs. 1,00,000 (Rupees One Lakh only). The total assets of the LLP as on 31 03 2026 amount to Rs.1,65,31,524/-.

The Company proposes to make an investment and capital contribution of up to Rs. 55 Crore (Rupees Three Hundred Crore only) in the LLP and, pursuant thereto, acquire up to 99% partnership interest/capital contribution in the LLP. For the purpose of evaluating the proposed investment, a valuation report in respect of the LLP has been obtained from an independent registered valuer.

Since Level Enterprises LLP and its existing partners, Shri Varun S. Gupta and Shri Siddharth S. Gupta, are related parties of the Company, the proposed investment, capital contribution and the agreements, arrangements, transactions and contracts proposed to be entered into in connection therewith constitute related party transactions under the applicable provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Audit Committee and the Board of Directors have reviewed the proposed transaction and are of the view that the same is in the ordinary course of the Company's business and/or otherwise on arm's length basis, as applicable, and in the best interests of the Company and its shareholders. Accordingly, approval of the Members is being sought by way of the accompanying resolution.

Accordingly, in compliance with Regulation 23 of the SEBI Listing Regulations and other applicable provisions of law, and based on the recommendation of the Audit Committee and approval of the Board of Directors, the approval of the Members of the Company is sought for entering into such agreements, arrangements, transactions and contracts with Level Enterprises LLP and/or its partners, on the terms set out in the explanatory statement accompanying this Notice.

The particulars of the proposed transaction, as required under Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section III-B of the SEBI Master Circular No. SEBI/HO/CFD-POD2/P/CIR/2026/14 dated January 30, 2026 ("SEBI Master Circular"), and the Industry Standards on "Minimum Information to be Provided to the Audit Committee and Shareholders for Approval of Related Party Transactions" ("RPT Industry Standards"), are set out below for the consideration of the Members.

The following information is being provided to enable the Members to make an informed decision on the proposed related party transaction involving the Company's investment and capital contribution in Level Enterprises LLP and its admission as a Designated Partner thereof:

Particulars	Details
Name of the Related Party(ies)	Level Enterprises LLP ("LLP") Shri Varun S. Gupta and Shri Siddharth S. Gupta
Nature of Relationship	Shri Varun S. Gupta and Shri Siddharth S. Gupta are the Managing Director and Joint Managing Director, respectively, of the Company. They are also promoters of the Company and are in control of the Company within the meaning of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. Level Enterprises LLP is a related party of the Company since Shri Varun S. Gupta and Shri Siddharth S. Gupta are partners of the LLP and are related parties of the Company. Accordingly, transactions between the Company and Level Enterprises LLP constitute related party transactions under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Type, Material Terms and Particulars of the Proposed Transaction	Investment by the Company in Level Enterprises LLP by way of capital contribution and admission as a Designated Partner of the LLP. The transaction includes execution of LLP Agreement, contribution agreements, investment agreements and such other ancillary documents as may be required.

Particulars	Details
Value of the Proposed Transaction	Aggregate amount not exceeding Rs.55 Crore (Rupees Fifty Five Crore only).
Tenure of the Transaction	Proposed to be undertaken during the period commencing from the date of shareholders' approval and ending on 31/03/2027.
Purpose / Benefit of the Transaction	To acquire a substantial economic interest in the LLP, participate in its business operations and pursue strategic business opportunities through the LLP structure.
Details of the Counterparty	Level Enterprises LLP, an LLP incorporated under the Limited Liability Partnership Act, 2008 having its registered office at 304, Naman Midtown, S B Marg, Lower Parel, Mumbai-400013.
Existing Capital Contribution of LLP	Rs.1,00,000 (Rupees One Lakh only).
Existing Partners and Their Interest	Shri Varun S. Gupta 50%; Shri Siddharth S. Gupta 50%.
Proposed Interest of the Company Post Investment	Up to 50% partnership interest/capital contribution in the LLP. Shri Varun S. Gupta 0.25%; Shri Siddharth S. Gupta 0.25%.
Percentage of Company's Annual Consolidated Turnover represented by the Transaction.	The LLP has no Turnover. Annual consolidate turnover represent by the transaction is based on Turnover of the Company only which is 224.46%.
Percentage of Company's Net Worth represented by the Transaction.	Approximately 122.20%, calculated on the basis of the audited consolidated financial statements of the Company as at 31 03 2025.
Value of the Investment vis-à-vis Total Assets of the Company	The proposed investment is up to Rs.55 Crore represents approximately 13.85% of the Company's total assets of Rs. Rs.39715/- Lakh as per the latest audited financial statements.
Whether a Valuation or Other External Report has been Obtained	Yes. A valuation report of Level Enterprises LLP has been obtained from CA Mohit Jhunjhunwala, M No.300180 an independent registered valuer Securities or Financial Assets Regn. No.:IBBI/RV/01/2020/13487 23/10, R/G/M Bilcon Orchid, Flat1D, Ist Floor, Jayangra, Ranihat, North24 Praganas, Kolkata: 700059 has been considered by the Audit Committee and the Board.
Justification as to Why the Transaction is in the Interest of the Company	The proposed investment is expected to provide strategic, operational and financial benefits to the Company and is considered commercially beneficial and in the best interests of the Company and its shareholders.
Details of Funding	The investment shall be funded through internal accruals and/or other permissible sources of funds, as may be determined by the Board.
Audit Committee Approval	The Audit Committee has reviewed and recommended the proposed transaction for approval by the Board and the shareholders.
Board Approval	Approved by the Board of Directors at its meeting held on 3rd August,2026.
Any Other Information Relevant for Members	The Company has obtained an independent valuation report issued to the LLP and has assessed the commercial rationale of the proposed transaction. Copies of the relevant documents shall be available for inspection in accordance with applicable law.

The Audit Committee and the Board of Directors have reviewed the proposed transaction and are satisfied that the transaction is justified on commercial considerations and is in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Ordinary Resolution set out in the Notice at item no.5 for approval by the Members.

Except Mr. Sudhir H. Gupta, Mr. Varun S. Gupta, Mr. Siddharth S. Gupta & Mrs. Priyanka V. Gupta and their relatives to the extent of their shareholding and/or interest in the related party entity, none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution.

Item No.6: 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 2026-2027 and in the next financial year 2027-2028 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 May 15, 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.

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

Sr. No.	Particulars of the information	Information provided by the Management
		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

Sr. No.	Particulars of the information	Information provided by the Management
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 2025-26)	i. Khamgaon Land development & Trading Co P Ltd.: Turnover: Nil PAT: Nil, Net Worth: Rs.450.58 Lacs ii. Leap India Institute Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: (Rs.425.66 Lacs) iii. Isistar Exports Pvt. Limited Turnover: Nil PAT: Nil, Net Worth: Rs.104.79 Lacs iv. Isicome Traders Pvt. Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.62.09Lacs v. Yeotmal Land Development & Trading Co. Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.64.24 Lacs vi. Isimetals India Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.16.25 Lacs vii. Isisales India Private Limited Turnover: Nil PAT: Nil, Net Worth: Rs.63.14 Lacs viii. Isiworld Steels Pvt. Ltd Turnover: Nil PAT: Nil, Net Worth: Rs.157.55 Lacs ix. India Steel International Pvt LtdTurnover: Nil PAT: Nil, Net Worth: Rs.588.99 Lacs x. Harbour View Realty Pvt Ltd.Turnover: Nil PAT: Nil, Net Worth: Rs.0.24Lacs xi. Watertight Developers Pvt Ltd. Turnover: Nil PAT: Nil, Net Worth: Rs.1.00 Lacs

Sr. No.	Particulars of the information	Information provided by the Management
		xii. Airtight Developers Pvt Ltd Turnover: 4.30 PAT: 5.78, Net Worth: Rs.26.18 Lacs
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	In the Ordinary Course of Business and at arms' length basis
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	F.Y.2026-27 and F.Y.2027-28
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 2026-27 and Rs.40 Cr in the FY 2027-28 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

Sr. No.	Particulars of the information	Information provided by the Management
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		
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:	F.Y.2026-27 and F.Y.2027-28
	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		
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	The 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,

Sr. No.	Particulars of the information	Information provided by the Management
C (4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary		
1.	Debt Equity Ratio of the listed entity based on last audited Financial Statements: a. Before transaction b. After transaction	2.34 15.36
2.	Debt Service Coverage Ratio of the listed entity based on last audited Financial Statements: a. Before transaction b. After transaction	0.52 0.22

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 2026-2027 and in the next financial year 2027-2028 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 said financial year 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.8 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. 6 of this Notice for the approval of the Members of the Company.

Item No.7: To approve transactions under Section 186 of the Companies Act,2013.

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 which may be available with the Company and achieve its long-term strategic and business objectives, the Board of Directors, in their meeting held on 3.08.2026 approved and recommended to the shareholders, to utilize up to an amount of Rs. 100 Crores (Rupees Hundred 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 enabling special resolution set out at Item no. 7 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

By Order of the Board of Directors
India Homes Limited

Sudhir H. Gupta
Executive Chairman
DIN: 00010853

Place: Mumbai
Date: 3rd August, 2026.

Annexure-A

CGCA & ASSOCIATES LLP

Chartered Accountants

-Partnership firm established since 2002.

- Firm holding Peer Review Certificate issued by Institute of Chartered Accountant of India for Audit Certification

-Boutique firm rendering specialized services to select clients

-Well furnished and fully computerized office of approx.1300 sq. ft.

Partners:

1 Mr. Champak K. Dedhia:

Mr. Champak K. Dedhia is a founding partner of the Firm, brings over 25 years of expertise in the corporate practice. He has successfully undertaken certificate course on Assurance & Audit Studies by Bombay Chartered Accountant's Society at L. N. Welingkar Institute of Management Development and Research. He specializes in:

Corporate Audits – Statutory, Ind AS Conversion, Internal and Due Diligence etc.

2. Mr. Gautam R. Mota

Mr. Gautam R. Mota is a qualified CA, LLB and a Registered Valuer for Securities and Financial Assets. He is with the firm since 2007. He was also associated with Price Waterhouse Coopers (PwC) in the area of Corporate Tax. He is specializes in Statutory Audit, Due Diligence, Advising on Transaction structuring & planning, Corporate Taxation, International Taxation etc.

3. Mr. Sankit A. Porwal

Mr. Sankit A. Porwal is a qualified CA since 2015. He has been with the firm since 2017 with the core focus on assurance audit, Ind AS Implementation and financial reporting services.

He is specialis In Ind AS Implementation and financial reporting, Statutory Audits under the Companies Act, 2013 Limited Reviews and Quarterly Reporting Compliance

Services

Statutory Audit (Including Ind AS conversion), Limited Review, Internal Audit, System Audit, Risk Audit, PMS Audit etc.

Clientel:

They provide services to listed / unlisted companies, to name a fiew : Sun Pharmaceutical Industries Limited (Listed), Sky Industries Limited (Listed), Fineotex Chemical Limited (Listed), Acme Group, Neel Sidhi Group, Life Space Realty Group, Visharia Group etc.

The detail profile/ experience are available at the website of the Company at shareholders information section CGCA & ASSOCIATES LLP – PROFILE/CREDENTIALS.

Annexure-B

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.

Particulars	**Varun S. Gupta (DIN: 02938137)**
Date of birth and age	17.06.1985 & 41 years.
Date of appointment / re-appointment	Reappointment as Director liable to retire by rotation at the Annual Genral Meeting to be held on 25.09.2026
Qualifications	Graduate in Business administration from the Bond University, Gold Coast, Australia.
Experience and expertise in specific functional areas	Liasioning with the Investors, general administration, banking, finance, sales and purchase.
Remuneration last drawn (including sitting fees, if any)	Rs.1.50 Lacs per month.
Remuneration proposed to be paid	NA
Disclosure of Relationships between Director Inter-se.	Father-Mr. Sudhir H. Gupta (Executive Chairman) Spouse – Mrs. Priyanka V. Gupta, Non-Executive Non-Independent Director Brother- Mr. Siddharth S. Gupta (Jt. Managing Director)
Directorships held in other (excluding pvt ltd & foreign) Companies.	Isinox Limited (Under CIRP)
Membership / Chairmanship of the Committees across Companies.	Corporate Social Responsibility Committee (India Homes Ltd)-Member
No. of shares held in the Company including shareholding as beneficial owner.	6,54,800 Equity Shares
Listed Companies from which resigned from past three years.	Nil