NOTICE

NOTICE is hereby given that the 40th Annual General Meeting (AGM) of the members of **ASHIANA HOUSING LIMITED** will be held on Tuesday, 29th September 2026, at 11.30 a.m., through Video Conference (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 5F Everest, 46/C Chowringhee Road, Kolkata – 700 071, shall be deemed as the venue of the Meeting and proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements as at 31st March 2026, and Report of the Board of Directors and Auditors thereon.

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

"**RESOLVED THAT** the audited financial statements as at 31st March 2026, both standalone and consolidated, notes appended thereto and cash flow statement, report of the Board of Directors and Auditors thereon as circulated to the shareholders and laid before the meeting, be and are hereby, adopted."

2. To declare dividend of INR 1.50 per equity share (i.e. @75%)

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

"**RESOLVED THAT** subject to the provisions of the Companies Act, 2013, rules made there under and all applicable laws and provisions, a final dividend for the financial year 2025-26 at the rate of 75% being INR 1.50 (Indian Rupees One and Fifty paisa only) per equity share of INR 2/- each, of the Company aggregating INR 15,07,87,286/- (Indian Rupees Fifteen Crores Seven Lakhs Eighty-Seven Thousand Two Hundred and Eighty Six only) as recommended by the Board of Directors of the Company, be and is hereby, approved."

3. To confirm the payment of interim dividend of INR. 1 per equity share (i.e. @50%)

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

"**RESOLVED THAT** subject to the provisions of the Companies Act, 2013, rules made there under and all applicable laws and provisions, an interim dividend for the year 2025-26 at the rate of 50% being INR. 1/- (Indian Rupee One only) per equity share of INR. 2/- each, of the Company aggregating INR. 10,05,24,857/- (Indian Rupees ten crores five lakhs twenty-four thousand eight hundred and fifty-seven only) as declared by the Board of Directors of the Company in their meeting held on 10th February 2026, be and is hereby, confirmed."

4. **To appoint a director in place of Mr. Ankur Gupta (DIN: 00059884), who retires by rotation and being eligible for re-appointment, offers to be re-appointed.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ankur Gupta (DIN: 00059884), who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby, re-appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. To increase remuneration of Mr. Vishal Gupta (DIN 00097939), Managing Director of the Company

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

"**RESOLVED THAT** in partial modification to the resolution passed by the shareholders of the Company in their 39th Annual General Meeting held on 25th September, 2025 and pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under or any amendment or, modifications thereof and after notifying all the directors then present in India about the meeting and about the resolution, by specific notice, approval of members of the Company through Special Resolution, be and is hereby, accorded to increase the Basic Salary and make changes in other components of remuneration of Mr. Vishal Gupta, Managing Director of the Company."

"**RESOLVED FURTHER THAT** the Basic Salary of Mr. Vishal Gupta, Managing Director of the Company, is increased to INR 13,00,000/- (Indian rupees thirteen lakhs only) per month."

"**RESOLVED FURTHER THAT** the Medical Reimbursement, and Club Fee as components of the remuneration of Mr. Vishal Gupta, be and are hereby, amended as follows:

a) Medical Reimbursement: to include expenditure incurred, for self and family, on medical insurance also.
b) Club Fee: Fees of club subject to a maximum of three clubs may be allowed. Admission and Life membership fees are not permissible.

"**RESOLVED FURTHER THAT** the above said remuneration is increased w.e.f. 01st April 2026 to the remaining term of his appointment."

"**RESOLVED FURTHER THAT** the other terms and conditions of appointment of Mr. Vishal Gupta, Managing Director, shall be the same as approved by the shareholders of the Company in their 39th Annual General Meeting held on 25th September 2025."

6. To increase remuneration of Mr. Ankur Gupta (DIN: 00059884), Joint Managing Director of the Company

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

"RESOLVED THAT in partial modification to the resolution passed by the shareholders of the Company in their 39th Annual General Meeting held on 25th September, 2025 and pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under or any amendment or, modifications thereof and after notifying all the directors then present in India about the meeting and about the resolution, by specific notice, approval of members of the Company through Special Resolution, be and is hereby, accorded to increase the Basic Salary and House Rent Allowance (HRA) and make changes in other components of remuneration of Mr. Ankur Gupta, Joint Managing Director of the Company."

"RESOLVED FURTHER THAT the Basic Salary of Mr. Ankur Gupta, Joint Managing Director of the Company, is increased to INR 13,00,000/- (Indian rupees thirteen lakhs only) per month."

"RESOLVED FURTHER THAT the House Rent Allowance (HRA) of Mr. Ankur Gupta, Joint Managing Director of the Company, be and is hereby, increased to INR 6,50,000/- (Indian rupees six lakhs fifty thousand only) per month."

"RESOLVED FURTHER THAT the Medical Reimbursement, and Club Fee as components of the remuneration of Mr. Ankur Gupta, be and are hereby, amended as follows:

a) Medical Reimbursement: to include expenditure incurred, for self and family, on medical insurance also.
b) Club Fee: Fees of club subject to a maximum of three clubs may be allowed. Admission and Life membership fees are not permissible.

"RESOLVED FURTHER THAT the above said remuneration is increased w.e.f. 01st April 2026 to the remaining term of his appointment."

"RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Ankur Gupta, Joint Managing Director, shall be the same as approved by the shareholders of the Company in their 39th Annual General Meeting held on 25th September 2025."

7. To increase remuneration of Mr. Varun Gupta (DIN: 01666653), Whole Time Director of the Company

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

"RESOLVED THAT in partial modification to the resolution passed by the shareholders of the Company in their 39th Annual General Meeting held on 25th September, 2025 and pursuant to Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under or any amendment or, modifications thereof and after notifying all the directors then present in India about the meeting and about the resolution, by specific notice, approval of members of the Company through Special Resolution, be and is hereby, accorded to increase the Basic Salary and House Rent Allowance (HRA) and make changes in other components of remuneration of Mr. Varun Gupta, Whole Time Director of the Company."

"RESOLVED FURTHER THAT the Basic Salary of Mr. Varun Gupta, Whole Time Director of the Company, is increased to INR 13,00,000/- (Indian rupees thirteen lakhs only) per month."

"RESOLVED FURTHER THAT the House Rent Allowance (HRA) of Mr. Varun Gupta, Whole Time Director of the Company, be and is hereby, increased to INR 6,50,000/- (Indian rupees six lakhs fifty thousand only) per month."

"RESOLVED FURTHER THAT the Medical Reimbursement, and Club Fee as components of the remuneration of Mr. Varun Gupta, be and are hereby, amended as follows:

a) Medical Reimbursement: to include expenditure incurred, for self and family, on medical insurance also.
b) Club Fee: Fees of club subject to a maximum of three clubs may be allowed. Admission and Life membership fee are not permissible.

"RESOLVED FURTHER THAT the above said remuneration is increased w.e.f. 01st April 2026 to the remaining term of his appointment."

"RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Varun Gupta, Whole Time Director, shall be the same as approved by the shareholders of the Company in their 39th Annual General Meeting held on 25th September 2025."

8. To re-appoint Mr. Krishna Suraj Moraje (DIN: 08594844) as Independent Director of the Company and approve payment of remuneration to him in terms of the provisions of the Companies Act, 2013

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

"RESOLVED THAT pursuant to provisions of Section 149,152 and any other applicable provisions of the Companies Act,2013 (hereinafter referred to as "the Act") the Rules made there under read with Schedule IV to the Act and the applicable provisions of SEBI(LODR) Regulations, 2015 (hereinafter referred to as the SEBI Listing Regulations) and the amendments thereto (including any statutory modifications(s) or re-enactment(s) thereof, for the time being in force), based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company Mr. Krishna Suraj Moraje (DIN: 08594844) who was appointed as an Independent Director of the Company and is eligible for being re-appointed as an Independent Director not liable to retire by rotation and in respect of whom a notice in writing pursuant to Section 160 of the Act has been received in the prescribed manner and considering the report of his performance evaluation, be and is hereby, re-appointed as an Independent Director on the Board of the Company for a second term of five consecutive years, commencing from the date of this Annual General Meeting, i.e., from the 40th Annual General Meeting or until the conclusion of the 45th Annual General Meeting whichever is earlier."

"RESOLVED THAT pursuant to the provisions of Sections 149(9), 149(10), 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder and Schedule IV and Schedule V to the Act, as applicable, and Regulation 17(6) and other applicable provisions of the SEBI Listing Regulations, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions as may be required, approval of the Members of the Company, be and is hereby, accorded for payment of remuneration of INR 8,00,000/- (Indian rupees eight lakhs only) per annum to Mr. Krishna Suraj Moraje, (DIN: 08594844) an Independent Director of the Company, for his second term as an Independent Director, in such manner and subject to such terms and conditions as may be determined by the Board of Directors of the Company, within the limits prescribed under the Act, SEBI Listing Regulations and other applicable laws.

"RESOLVED FURTHER THAT the aforesaid remuneration shall be in addition to the sitting fees payable to Mr. Krishna Suraj Moraje (DIN: 08594844) for attending meetings of the Board of Directors and Committees thereof and reimbursement of expenses incurred for participation in such meetings, as may be permitted under the applicable provisions of the Act and SEBI Listing Regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby, authorised to decide the manner of payment and quantum of remuneration payable to Mr. Krishna Suraj Moraje for every financial year, according to the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT Mr. Vishal Gupta, Managing Director, Mr. Ankur Gupta, Joint Managing Director, Mr. Varun Gupta, Director of the Company, and Mr. Nitin Sharma, Company Secretary of the Company, be and are hereby, severally authorised to sign and file necessary forms with the Registrar of Companies in respect of the re-appointment of Mr. Krishna Suraj Moraje."

9. To provide security against loan including the issue of secured non-convertible debentures/ bonds on private placement Basis

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

"RESOLVED THAT in terms of the provisions of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), approval of shareholders/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 any committee(s) constituted/ to be constituted by the Board, to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/ assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company, in such form, manner and time as the Board may deem fit, for securing the loan including issue of secured (as may be decided by the Board) non-convertible debentures and/or bonds by the Company through private placement basis, to the tune of INR 350 Crores, together with interest, costs, charges, expenses and all other monies payable by the Company, to the lender and/ or subscribers of such debentures and/or any other debt instruments together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents as may be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board and the trustees/lenders, up to a value of INR 350 Crores."

"RESOLVED FURTHER THAT the Board, be and is hereby, authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

10. Appointment of Secretarial Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s. Anjali Yadav & Associates, Practicing Company Secretaries having membership no. F- 6628, and Certificate of Practice No. 7257, be and is hereby, appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of 45th Annual General Meeting of the Company to be held in the year 2031, to conduct Secretarial Audit of the Company for the period beginning from the Financial Year 2026-27 till the Financial Year 2030-31, at such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors of the Company."

"RESOLVED FURTHER THAT Mr. Varun Gupta, Whole Time Director and Mr. Vikash Dugar-CFO, of the Company, be and are hereby, severally authorized to decide the terms and conditions of the abovementioned appointment in compliance of the applicable provisions of the Companies Act, 2013, and other applicable laws to the Company."

"RESOLVED FURTHER THAT Mr. Vishal Gupta, Managing Director, Mr. Ankur Gupta, Joint Managing Director, Mr. Varun Gupta, Whole Time Director and Mr. Nitin Sharma, Company Secretary and Compliance Officer of the Company, be and are hereby, severally authorized to sign and file necessary forms with the Registrar of Companies with respect to the above appointment."

11. To consider ratification of remuneration of the Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or any amendment or any substitution or re-enactment thereof for the time being in force), the members of the Company, hereby, ratify the remuneration of INR. 1,50,000 (Indian Rupees one lakh fifty thousand only) plus applicable taxes and out-of-pocket expenses payable to M/s. Pant S. & Associates (a Cost Audit firm FRN:101402), who was appointed as Cost Auditors by the Board of Directors of the Company in their meeting held on 27th May 2026 to conduct the audit of the cost records of the Company for the financial year 2026-27."

NOTES:

1. ***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 THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND THEREFORE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.***

2. The relevant details of directors seeking appointment/ re-appointment as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given hereafter.

Record Date

3. The Register of Members and Share Transfer Books will remain closed from 23rd September 2026 to 29th September 2026 (both days inclusive). Shareholders whose names appear in the books as Beneficial Owners as at the close of the business hours on 22nd September 2026 (Tuesday) i.e. the **Record Date** for payment of dividend will be entitled to the dividend.

4. Shareholders who have not registered their email address with the company/ Depository Participant, or have not updated their bank account mandates for receipt of dividend, please follow these instructions:

   a) Members holding shares in physical mode are requested to register/ update their details in the prescribed form ISR 1 and other relevant forms, with our Registrar and Share Transfer Agent (RTA) for registering/updating their details, Email-Id, Folio Number, Name of the Shareholder, Mobile Number, and Self Attested scan copy of Permanent Account Number (PAN), addressed to Beetal House, 03rd Floor, 99 behind Local Shopping Centre, Madangir, Delhi-110062. Formats of form ISR 1 and other related forms are available on the website of the Company at https://www.ashianahousing.com/real-estate-investors/financial-reports#3.

   b) Members holding shares in electronic mode are requested to notify any change in address or bank account details and or register /update their email -id with their respective Depository participants (DPs) for receiving all communications from the Company electronically.

   c) Name and branch of the Bank in which shareholder wish to receive dividend, bank account type, bank account number, MICR Code, IFSC Code and a scan copy of cancelled cheque bearing name of the first holder to be provided to the Company at investorrelations@ashianahousing.com alternatively at beetal@beetalfinancial.com.

SEBI mandate on KYC Compliance

As per SEBI requirements, effective 1st April 2024, Companies are allowed to make dividend payments only in electronic mode. Hence, it is requested that Members, whose folios are not updated with PAN, KYC details or Choice of Nomination, are requested to update the above details by submitting the relevant ISR Forms before the Record Date to ensure timely credit of dividends.

5. Members desiring any further information on the business to be transacted at the meeting should write to the Company at least 15 days before the date of the meeting to enable the management to keep the information, as far as possible, ready at the meeting.

6. Members holding shares in more than one folio in identical order of names are requested to write to Registrar and Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

7. Members desiring any information/clarification on the Accounts are requested to write to the Company in advance at least seven (7) days before the meeting to keep the information ready at the time of Annual General Meeting.

8. As per provisions of the Companies Act, 2013 facility for making nominations is available to the shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agent of the Company or can be downloaded from https://www.ashianahousing.com/download/Form-No-SH-13-Nomination-Form.pdf.
   Shareholders who have appointed a nominee can also change the same or cancel the nominee by filling and providing form SH 14, and form ISR 3 from https://www.ashianahousing.com/real-estate-investors/financial-reports#3

SEBI Mandate on issuance of securities only in demat mode

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024 (and subsequently updated from time to time) has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website at https://www.ashianahousing.com/real-estate-investors/financial-reports#3. It may be noted that any service request can be processed only after the folio is KYC Compliant.

10. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31.03.2019, 31.03.2020, 31.03.2021, 31.03.2022, 31.03.2023, 31.03.2024, 31.03.2025 (both interim and final dividend), 31.03.2026 (interim dividend) are requested to make their claims to the Company, without any further delay. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

SEBI Mandate on processing of shares transfer and transmission requests

11. SEBI vide its notification dated January 25, 2022, also read with regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as amended from time to time all requests for transfer of securities including transmission and transposition will be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Registrar and Share Transfer Agent (RTA), for assistance in this regard.

12. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 and other documents in accordance with the provisions of Companies Act, 2013 will be available electronically for inspection by members.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Registrar & Transfer Agent of the Company i.e. Beetal Financial & Computer Services Private Limited if the shares are held by them in physical form.

TDS on Dividend:

14. For the prescribed TDS rates for various categories, please refer to the Income Tax Act, 2025. Dividend income is taxable in the hands of shareholders, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their residential address, email id, mobile number, Adhaar and PAN with the DP (if shares held in electronic form) and RTA i.e. Beetal Financial & Computer Services Private Limited (if shares are held in physical form).

Dividend TDS Summary

For Resident Shareholders: a) Dividend income upto INR 10,000 : No TDS b) Dividend income above INR 10,000 : - TDS @ 10% if valid PAN is available. - If Form 121 is submitted and eligible: Nil TDS. - TDS @ 20% if PAN not available/ inoperative.	A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. Form 121 (erstwhile Form 15G or Form 15H), to avail the benefit of non-deduction of tax at source by e-mail to investorrelations@ashianahousing.com by 18th September 2026. Shareholders are requested to note that in case their PAN is not registered, or incorrect/ invalid/inoperative the tax will be deducted at a higher

<u>Resident Non-Individual:</u> Please submit applicable declaration and supporting documents. Lower/Nil TDS may apply if eligible.	rate prescribed under section 397(2) of the Income Tax Act, 2025 i.e. of 20%.
<u>For Non-Resident Shareholders:</u> Standard TDS @ 20% + Applicable Surcharge + Health & Education Cess DTAA benefit may be available on submission of prescribed documents.	Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41 (erstwhile Form 10F), any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) by e-mail to investorrelations@ashianahousing.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 18th September 2026.

<u>Scrutinizer Details</u>

15. The Company has appointed Mr. Ashok Verma, Practicing Company Secretary (FCS 3945 and CP No. 2568), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

17. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.ashianahousing.com.

Information relating to unpaid or unclaimed dividends (Investor Education and Protection Fund)

18. As per Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, dividends which remain unpaid or unclaimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF). Further, the said provisions mandate companies to transfer the shares of shareholders whose dividends remain unpaid or unclaimed for a period of seven consecutive years, to the demat account of IEPF Authority.

19. The detailed dividend history with due dates for transfer to IEPF and shareholder wise details of the unpaid or unclaimed amounts lying with the Company as on 31st March, 2026 are available on the website of the Company at https://www.ashianahousing.com/real-estate-investors/financial-reports#3.

20. Members are requested to access the above link to check if any unpaid or unclaimed dividends are lying with the Company against their holdings. Members are then requested to contact the Investor Service Department of the Company / Company's RTA for encashing their unclaimed dividends, if any.

21. Members whose dividends and/or shares are already transferred to the IEPF Authority can claim their dividends and/or shares from the IEPF Authority by following the Refund Procedure as detailed on the IEPF website at https://www.iepf.gov.in/IEPF/refund.html.

22. Meeting through Video Conference or Other Audio-Visual Means

i. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM is being conducted through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

   Since this AGM is being held through VC/OAVM, pursuant to the applicable circulars, physical attendance of the members is not required. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

   In accordance with the aforesaid circulars (as subsequently updated from time to time),the Notice of the Annual General Meeting along with the Annual Report 2025-26 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively, the "Depositories").

ii. Body Corporates as members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI, etc.), are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorisation etc., authorising their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent by e-mail on Scrutinizer's e-mail address at fcsvermaashok@gmail.com with a copy marked to evoting@nsdl.com

   In the case of joint holders, the member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

iii. 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.

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

v. 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), the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, and May 05, 2020 latest being 03/2025 dated September 22, 2025 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 National Securities Depository Limited (NSDL) to facilitate voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the notice calling the AGM has been uploaded on the website of the Company at www.ashianahousing.com. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

A. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on 25th September 2026 at 09:00 A.M. and ends on 28th September 2026 at 05:00 P.M. The remote e-voting module will be disabled by NSDL for voting, thereafter. During this period shareholders of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 22nd September 2026, may cast their vote electronically. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.

The voting right of shareholders shall be in proportion to their share in the paid -up equity share capital of the Company as on the cut-off date, being 22nd September 2026.

How do I vote electronically using NSDL e-Voting system?

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

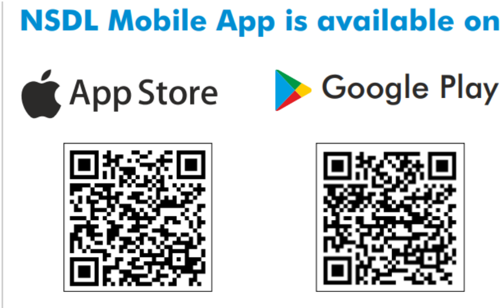
Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Details on Step 1 is mentioned below:

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

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e- voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and 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., NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022- 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800-21-09911

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

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

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

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

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

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

4.Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

   c) How to retrieve your 'initial password'?

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

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join meeting on NSDL e-voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Asst. Vice President, at evoting@nsdl.com

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

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

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

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

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

The instructions for members for E-Voting on the day of the AGM are as under:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the AGM through VC/OAVM are as under:

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

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

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

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

Speaker Shareholders before AGM

5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investorrelations@ashianahousing.com on or before Friday, 18th September 2026. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

6. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

By order of the Board

Sd/-
Nitin Sharma
(Company Secretary and Compliance Officer)
ACS 21191

Place: New Delhi
Date: 11th August 2026

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting with respect to Item No. 4 of the Notice (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

(a) A brief resume of the director and nature of his expertise in specific functional areas:

Mr. Ankur Gupta is a Bachelor in Business Administration from Fairleigh Dickinson University, USA, and a Master's in real estate from New York University, USA and has been looking after Marketing and Sales functions, along with overseeing Maintenance and Customer Care related matters of the Company. He is actively associated with the Company for the last 23 years. He has been instrumental in present growth of the Company. He was inducted on the Board of the Company on 24th December 2002. Currently he is serving as Joint Managing Director of the Company. Mr. Ankur Gupta is currently holding 1,99,05,123 (19.80%) number of equity shares of the Company.

(b) Disclosure of relationships between directors inter-se:

Mr. Vishal Gupta, Mr. Ankur Gupta, and Mr. Varun Gupta are brothers in relationship. None of other Board members is directly or indirectly related with Mr. Vishal Gupta, Mr. Ankur Gupta, and Mr. Varun Gupta. Accordingly, no other director of the Company is concerned or interested in the said resolution.

(c) Names of the listed entities in which the person also holds directorship and membership of Committees of the Board along with listed entities from which the person has resigned in the past three years:

Mr. Ankur Gupta is not on the Board of Directors or member of any Committee of the Board of Directors of any other listed entity currently and during the last three financial years.

(d) Shareholding of non-executive directors

None of the other Non -Executive Directors of the Company holds any shares in the Company.

<u>EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013</u> (Read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item No. 5: Increase in the remuneration of Mr. Vishal Gupta (DIN 00097939), Managing Director of the Company

i) Nature of concern or interest, financial or otherwise, of every director of the Company:

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Mr. Vishal Gupta	Interested to the extent of his remuneration	1,38,22,133
2.	Mr. Ankur Gupta	Relative	1,99,05,123
3.	Mr. Varun Gupta	Relative	1,99,07,040
4.	Mr. Narayan Anand	No interest	Nil
5.	Ms. Piyul Mukherjee	No interest	Nil
6.	Mr. Krishna Suraj Moraje	No interest	Nil
7.	Mr. Vinit Taneja	No interest	Nil
8.	Mr. Vikas Badriprasad Choudhury	No interest	Nil

ii) Nature of concern or interest, financial or otherwise, of every other Key Managerial Person of the Company: **No concern or interest.**

iii) Nature of concern or interest, financial or otherwise, of relatives of the persons mentioned in clause (i) and (ii) above:

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Ms. Rachna Gupta	Relative	60,88,381

Other information:

Mr. Vishal Gupta was re-appointed as Managing Director of the Company by the shareholders of the Company at their 39th Annual General Meeting held on Thursday, 25th September 2025 for a period of three years with effect from 01st April 2025 to 31st March 2028. Shareholders of the Company also approved payment of remuneration of INR 19,50,000/- (including HRA of INR 700,000/-) per month alongwith other terms and conditions mentioned therein.

Mr. Vishal Gupta is a commerce graduate and has done MBA from Fore School of Management. He is associated with the Company for the last 30 years and is actively involved in project execution and general administration. He has been instrumental in the present growth of the Company. Throughout his tenure, Mr. Gupta has been instrumental in defining Ashiana Housing's strategic vision, product philosophy, and customer-engagement framework. His deep understanding of the real estate sector, spanning customer psychology, evolving behavioral trends, and emerging market dynamics has enabled the Company to consistently anticipate and respond to the changing needs of its target segments. Keeping in view his qualification, knowledge, experience and contribution to the Company, increase in size and operations of the Company, expanding roles of executive directors due to complex business environment, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, has approved increase in remuneration of Mr. Vishal Gupta, by way of partial modification of the existing terms and conditions of his appointment as Managing Director of the Company.

Except Mr. Ankur Gupta, and Mr. Varun Gupta and Mr. Vishal Gupta himself, no other director of the Company is concerned or interested in the said resolution.

Mr. Vishal Gupta is also director on the Board of OPG Realtors Ltd., Latest Developers Advisory Ltd., Topwell Projects Consultants Ltd., GD Enterprises (P) Ltd., Construction Skill Development Council of India, Poly Medicure Ltd., Nitya Care Homes (P) Ltd., Semac Construction Ltd., OPMG Realtors (P) Ltd.

The notice together with the explanatory statement may be taken as the memorandum setting out the terms of contract with the Managing Director of the Company under section 190 of the Companies Act, 2013 together with the memorandum of concern or interest of the director.

The resolution at Item No. 5 is, therefore, recommended for approval of the members by means of Special Resolution as required under the Companies Act, 2013.

Item No. 6: Increase in the remuneration of Mr. Ankur Gupta (DIN: 00059884), Joint Managing Director of the Company

i) Nature of concern or interest, financial or otherwise, of every director of the Company:

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Mr. Vishal Gupta	Relative	1,38,22,133
2.	Mr. Ankur Gupta	Interested to the extent of his remuneration	1,99,05,123
3.	Mr. Varun Gupta	Relative	1,99,07,040
4.	Mr. Narayan Anand	No interest	Nil
5.	Ms. Piyul Mukherjee	No interest	Nil
6.	Mr. Krishna Suraj Moraje	No interest	Nil
7.	Mr. Vinit Taneja	No interest	Nil
8.	Mr. Vikas Badriprasad Choudhury	No interest	Nil

ii) Nature of concern or interest, financial or otherwise, of every other Key Managerial Person of the Company: **No concern or interest.**

iii) Nature of concern or interest, financial or otherwise, of relatives of the persons mentioned in clause (i) and (ii) above:

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Ms. Rachna Gupta	Relative	60,88,381

Other information:

Mr. Ankur Gupta was re-appointed as Joint Managing Director of the Company by the shareholders of the Company in their 39th Annual General Meeting held on Thursday, 25th September 2025 for a period of three years with effect from 01st April 2025 to 31st March 2028. Shareholders of the company also approved payment of remuneration of INR 18,00,000/- (including HRA of INR 5,50,000/-) per month along with other terms and conditions mentioned therein.

Mr. Ankur Gupta has done Bachelor in Business Administration from Fairleigh Dickinson University (USA) and MS in Real Estate from New York University. He has done research for many residential projects specifically for seniors housing. He has been actively associated with the Company for the last 23 years. Keeping in view his qualification, knowledge, experience and contribution to the Company, increase in size and operations of the Company, expanding roles of executive directors due to complex business environment, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, has approved increase in remuneration of Mr. Ankur Gupta, by way of partial modification of the existing terms and conditions of his of appointment as Joint Managing Director of the Company.

Except Mr. Vishal Gupta, Mr. Varun Gupta and Mr. Ankur Gupta himself, no other director of the Company is concerned or interested in the said resolution.

Mr. Ankur Gupta is also director on the Board of OPG Realtors Ltd., Latest Developers Advisory Ltd., Topwell Projects Consultants Ltd., Kairav Developers Ltd., Paragon Properties (P) Ltd., GD Enterprises (P) Ltd., Association of Senior Living India, Nitya Care Homes (P) Ltd., OPMG Realtors (P) Ltd.

The notice together with the explanatory statement may be taken as the memorandum setting out the terms of contract with the Joint Managing Director of the Company under section 190 of the Companies Act, 2013 together with the memorandum of concern or interest of the director.

The resolution at Item No. 6 is, therefore, recommended for approval of members by means of Special Resolution as required under the Companies Act, 2013.

Item No. 7: Increase in the remuneration of Mr. Varun Gupta (DIN: 01666653), Whole Time Director of the Company

i) Nature of concern or interest, financial or otherwise, of every director of the Company:

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Mr. Vishal Gupta	Relative	1,38,22,133
2.	Mr. Ankur Gupta	Relative	1,99,05,123
3.	Mr. Varun Gupta	Interested to the extent of his remuneration	1,99,07,040
4.	Mr. Narayan Anand	No interest	Nil
5.	Ms. Piyul Mukherjee	No interest	Nil
6.	Mr. Krishna Suraj Moraje	No interest	Nil
7.	Mr. Vinit Taneja	No interest	Nil
8.	Mr. Vikas Badriprasad Choudhury	No interest	Nil

ii) Nature of concern or interest, financial or otherwise, of every other Key Managerial Person of the Company: **No concern or interest.**

iii) Nature of concern or interest, financial or otherwise, of relatives of the persons mentioned in clause (i) and (ii) above: **No concern or interest.**

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Ms. Rachna Gupta	Relative	60,88,381

Other information:

Mr. Varun Gupta was re-appointed as Whole Time Director of the Company by the shareholders of the Company at their 39th Annual General Meeting held on Thursday, 25th September 2025 for a period of three years with effect from 01st July 2025 to 30th June 2028. Shareholders of the company also approved payment of remuneration of INR 18,00,000/- (including HRA of INR 5,50,000/-) per month along with other terms and conditions mentioned therein.

Mr. Varun Gupta is a Bachelor in science from Stern School of Business New York University (USA) and has been looking after Land Procurement, Legal and Finance matters of the Company. His primary focus is on long-term business strategy and project origination - identifying and acquiring land, structuring joint development partnerships, and conceptualising new projects across Ashiana's markets. He has been actively associated with the Company for the last 18 years. Keeping in view his qualification, knowledge, experience and contribution to the Company, increase in size and operations of the Company, expanding roles of executive directors due to complex business environment, the Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, has approved increase in remuneration of Mr. Varun Gupta, by way of partial modification of the existing terms and conditions of his of appointment as Whole Time Director of the Company.

Except Mr. Vishal Gupta, Mr. Ankur Gupta, and Mr. Varun Gupta himself, no other director of the Company is concerned or interested in the said resolution.

Mr. Varun Gupta is also director on the Board of OPG Realtors Ltd., Latest Developers Advisory Ltd., Topwell Projects Consultants Ltd., Kairav Developers Ltd., Paragon Properties (P) Ltd., GD Enterprises (P) Ltd. Nitya Care Homes (P) Ltd., OPMG Realtors (P) Ltd.

The notice together with the explanatory statement may be taken as the memorandum setting out the terms of contract with the Wholetime Director of the Company under section 190 of the Companies Act, 2013 together with the memorandum of concern or interest of the director.

The resolution at Item No. 7 is, therefore, recommended for approval of the members by means of Special Resolution as required under the Companies Act, 2013.

Item No. 8: Re-appointment of Mr. Krishna Suraj Moraje (DIN: 08594844) as Independent Director of the Company and approve payment of remuneration to him in terms of the provisions of the Companies Act, 2013

i) Nature of concern or interest, financial or otherwise, of every director of the Company:

Sl. No.	Name of the Director	Nature of concern or interest	Nature of concern or interest (financial or otherwise): Shareholding in the Company
1.	Mr. Vishal Gupta	No interest	1,38,22,133
2.	Mr. Ankur Gupta	No interest	1,99,05,123
3.	Mr. Varun Gupta	No interest	1,99,07,040
4.	Mr. Narayan Anand	No interest	Nil
5.	Ms. Piyul Mukherjee	No interest	Nil
6.	Mr. Krishna Suraj Moraje	Interested to the extent of his remuneration	Nil
7.	Mr. Vinit Taneja	No interest	Nil
8.	Mr. Vikas Badriprasad Choudhury	No interest	Nil

ii) Nature of concern or interest, financial or otherwise, of every other Key Managerial Person of the Company: **No concern or interest.**

iii) Nature of concern or interest, financial or otherwise, of relatives of the persons mentioned in clause (i) and (ii) above: **No concern or interest.**

Other information read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(iv) **Brief resume of Mr. Krishna Suraj Moraje and nature of expertise in specific functional areas:** Mr. Krishna Suraj Moraje was appointed as Independent Director of the Company by the shareholders of the Company at their 37th Annual General Meeting held on Thursday, 28th September 2023 for a period of three years with effect from 28th September 2023. His remuneration was approved at INR 8,00,000/- by the shareholders of the Company in the same annual general meeting.

Mr. Krishna Suraj Moraje is a business leader and investor. He is also the founder of the Eka Fellowship. He is the former CEO of Quess Corp. Mr. Krishna Suraj Moraje is a gold medalist in Electrical Engineering from the National Institute of Technology in Surat, and MBA from the Indian Institute of Management, Ahmedabad. He is recipient of the IIM Ahmedabad Young Alumni Achiever Award and a Fellow of the Aspen Global Leadership Network.

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, has approved the reappointment of Mr. Krishna Suraj Moraje as Independent Director of the Company for another term of five years in their meeting held on 11th August 2026.

(v) Disclosure of relationship between directors inter-se: Mr. Krishna Suraj Moraje is not related to any of the existing Directors on the Board of the Company.

(vi) Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years: Mr. Krishna Suraj Moraje is director on the Board of Oriental Hotels Limited. He is a member of the Audit Committee, Nomination and Remuneration Committee and Risk Management Committee in Oriental Hotels Limited.

(vii) Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner: Nil

(viii) Skills and capabilities required for the role and the manner in which the proposed person meets such requirements: Details are given in point (iv) above under the heading "Brief resume". In the opinion of the Board of Directors Mr. Krishna Suraj Moraje has skills and capabilities to perform the role of independent director.

This explanatory statement may also be regarded as a brief profile of the director seeking re-appointment, required in terms of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, as required under Section 152 (5) of Companies Act, 2013 read with Schedule IV of the Act, the Board hereby states that in the opinion of the Board, Mr. Krishna Suraj Moraje satisfies the conditions and criteria of independence as specified under Section 149(6) of the Companies Act, 2013 for appointment as Independent Director of the Company.

Also, pursuant to the provisions of Section 160 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the said explanatory statement be construed as a notice of candidature or intention, on behalf of the Company to all members, for the re-appointment of Krishna Suraj Moraje as an Independent Director on the Board of Directors of the Company.

The resolution at Item No. 8 is, therefore, recommended for approval of the members by means of Special Resolution as required under the Companies Act, 2013.

Item No. 9: To provide security against loan including the issue of secured non-convertible debentures/ bonds on private placement Basis

a) Nature of concern or interest, financial or otherwise, of every director and key managerial personnel of the company and their relatives

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in passing of this resolution to the extent of securities held by them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

b) Other information

The Board of Directors of the Company are authorized to borrow monies, secure/ unsecured, for and on behalf of the Company from time to time as deemed requisite and proper for the business of the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) within the borrowing limits under section 180(1)(c) of the Companies Act, 2013. General permission of shareholders by way of special resolution is sought under section 180(1)(a) of the Companies Act, 2013 to provide security, in case the Board of Directors of the Company decides to borrow money, whether by way of term loan, issue of non-convertible debentures or borrowing through any other mode and provide security against the amount so decided to borrow, upto INR 350 Crores.

The resolution at Item No. 9 is, therefore, recommended for approval of the members by means of Special Resolution as required under the Companies Act, 2013.

Item No. 10: Appointment of Secretarial Auditors

In terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') Section 204 and other applicable provisions of the Companies Act, 2013, each as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years, to conduct Secretarial Audit of the Company.

It is in terms of the above requirements that the Board of Directors have proposed to appoint M/s. Anjali Yadav & Associates through Ms. Anjali Yadav as the Secretarial Auditor of the Company for five years w.e.f. the financial year 2026-27. Ms. Anjali Yadav is a member of the Institute of Company Secretaries of India (ICSI) having membership no. F- 6628, and Certificate of Practice No. 7257. The Board, at its meeting held on May 27, 2026, considered the recommendations of the Audit Committee with respect to the appointment of M/s. Anjali Yadav & Associates as the Secretarial Auditors. After due consideration and review, the Board recommends for approval of the Members the appointment of M/s. Anjali Yadav & Associates as the Secretarial Auditors of the Company for a period of five years commencing from the conclusion of the ensuing 40th Annual General Meeting scheduled to be held on September 29, 2026, till the conclusion of 45th Annual General Meeting of the Company to be held in the year 2031, for conducting secretarial audit of the Company for the period beginning from FY2026-27 till the FY 2030-31.

M/s. Anjali Yadav & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by the Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s. Anjali Yadav & Associates has provided a confirmation that they have subjected themselves to the Peer Review process of the Institute of Company Secretaries of India and hold a valid Peer Review certificate. The remuneration for secretarial audit shall be decided by the Board of Directors from time to time for the period of above appointment.

Therefore, the resolution at Item No. 10 is recommended for approval of the members by means of Ordinary Resolution as required under the Companies Act, 2013.

Item No. 11: Ratification of remuneration of the Cost Auditors

a) Nature of concern or interest, financial or otherwise, of every director and key managerial personnel of the company and their relatives

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in passing of this resolution to the extent of securities held by them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in this resolution.

b) Other information

In terms of the provisions of the Companies Act, 2013 our Company falls in the category of companies which needs to have cost audit and accordingly the Board of Directors of the Company appointed M/s. Pant S. & Associates, Cost Accountants as cost auditor for this purpose on a remuneration of INR 1,50,000/- (Indian Rupees One Lakh Fifty Thousand Only). Mr. Santosh Pant C/o Pant S. & Associates, (Cost Accountants) has assented to his appointment as cost auditor and provided a certificate to the effect that he is qualified to be appointed as cost auditor. The Audit Committee have approved and recommended their appointment.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors shall be considered, and approved by the Board of Directors and subsequently ratified by the shareholders.

Therefore, the resolution at Item No. 11 is recommended for approval of the members by means of Ordinary Resolution as required under the Companies Act, 2013.

By order of the Board

Sd/-
Nitin Sharma
(Company Secretary and Compliance Officer)
ACS 21191

Place: New Delhi
Date: 11th August 2026