



HAMPTON SKY REALTY LIMITED

**HAMPTON SKY REALTY LIMITED**

*(Formerly Known as Ritesh Properties and Industries Limited)*

**Regd. Office: 205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar, New Delhi 110008**

**Ph.: 011- 41537951/9212359076, Email-ID: [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com)**

**Website: [www.hamptonsky.in](http://www.hamptonsky.in)**

**CIN: L74899DL1987PLC027050**

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that (01/2025-26) Extraordinary General Meeting (“EGM”) of the members of Hampton Sky Realty Limited (the “Company”) (formerly known as Ritesh Properties and Industries Limited) will be held on **Thursday, December 18, 2025 at 12:00 Noon (IST)** through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) (hereinafter referred to as “Notice”), to transact the following businesses:

**SPECIAL BUSINESS:**

**1. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS**

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013, (“the Act”) read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), if any, as amended from time to time, and other applicable laws, including any amendment(s), modification(s), variation(s) or reenactment(s) thereof and the Company’s Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to enter into any contract(s)/ arrangement(s)/ transaction(s)/ any transaction involving a transfer of resources, services or obligations with Finton Homes, a partnership firm, a related party (within the meaning of Section 2(76) of the Act, and/ or Regulation 2(1)(zb) of the Listing Regulations), as detailed in explanatory statement annexed to this Notice, on such terms and conditions as may be decided by the Audit Committee / Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally and/ or jointly authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**2. APPROVAL FOR THE EXIT FROM FINTON HOMES, A PARTNERSHIP FIRM BY WAY OF RETIREMENT FROM THE PARTNERSHIP FIRM PURSUANT TO THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 AND REGULATION 37A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

*To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Act”) read with the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 37A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and any other applicable provisions, if any, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authority(ies)/other concerned bodies and subject to such terms and

conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company (hereinafter referred as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board, to transfer, sell, assign or otherwise dispose of, in whole or in part, the Company’s partnership interest held by the Company in Finton Homes, a partnership firm, on such agreed terms and conditions in the interest of the company as may be deemed fit by the Board, on fair value, towards its consideration, in favour of the other partners or any third person brought in as the incoming partner, pursuant to the retirement of the Company as the partner and thereby reconstitution of Finton Homes by the existing partners thereof, in the manner as specified in the Explanatory Statement hereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to negotiate, finalize, sign, execute and deliver all such deeds, agreements, undertakings, specific and/or power of attorney or any other documents, instruments and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, including, without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution, to delegate any of the Board’s authority to any other person, issue specific and/or power of attorney to any of the officers of the Company or any such attorney to give effect to the transaction as contemplated herein this resolution and the Board or the person so authorised is also empowered to settle any question, difficulty or doubt that may arise in this regard or in connection therewith, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** all actions taken by the Board or the person so authorised by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**3. APPROVAL FOR THE EXIT OF THE COMPANY’S SHARE IN FINTON HOMES, A PARTNERSHIP FIRM BY WAY OF RETIREMENT FROM THE PARTNERSHIP FIRM PURSUANT TO THE PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“**Act**”) read with Companies (Management and Administration) Rules, 2014, Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authority(ies)/other concerned bodies and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board, to enter into related party transactions with Finton Homes, a partnership firm and its partners (wherein the Company is also a partner), being related parties of the Company, to transfer, sell, assign or otherwise dispose of, in whole or in part, the Company’s partnership interest held by the Company in Finton Homes, partly or fully, on such agreed terms and conditions in the interest of the company as may be deemed fit by the Board, on fair value, towards its consideration, in favour of the other partners or any third person brought in as the incoming partner, pursuant to the retirement of the Company as the partner and thereby reconstitution of Finton Homes by the existing partners thereof, in the manner as specified in the Explanatory Statement hereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to undertake all such acts, deeds, matters and things and to negotiate, finalize, sign, execute and deliver all such deeds, agreements, undertakings, general and/or special power of attorney or any other documents, instruments and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, including, without limitation, effecting any modifications or changes to the foregoing, for the purpose of giving effect to this resolution, to delegate any of the Board’s authority to any other

person, issue general and/or special power of attorney to any of the officers of the Company or any such attorney to give effect to the transaction as contemplated herein this resolution and the Board or the person so authorized is also empowered to settle any question, difficulty or doubt that may arise in this regard or in connection therewith, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** all actions taken by the Board or the person so authorized by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors  
For Hampton Sky Realty Limited**  
*(Formerly known as Ritesh Properties and Industries Limited)*

**Sd/-  
(Kavya Arora)  
Managing Director  
DIN: 02794500**

**Place: Gurugram  
Date: November 14, 2025**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out all material facts concerning the **Special Business under Item No. 1, 2 and 3**, is annexed hereto and forms part of this Notice of the Extraordinary General Meeting (“EGM Notice”). The Board of Directors of the Company, at its meeting held on November 14, 2025, considered that the **Special Businesses under Item No. 1, 2 and 3** being considered unavoidable, be transacted at the Extraordinary General Meeting (“EGM”) of the Company through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility.
2. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020, 17/2020 and 09/2024 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 19<sup>th</sup> September 2024 and 22<sup>nd</sup> September 2025, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, *inter-alia*, to conduct EGM through VC/ OAVM facility. In terms of the aforesaid MCA Circulars, provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), this EGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. In accordance with the provisions of Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the deemed venue for the EGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, the EGM Notice will be available on the Company’s website ([www.hamptonsky.in](http://www.hamptonsky.in)); BSE Limited ([www.bseindia.com](http://www.bseindia.com)); and Central Depository Services (India) Limited (“CDSL”) ([www.evotingindia.com](http://www.evotingindia.com)).
4. In terms of the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated 3rd October 2024, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM. However, in terms of Section 112 and 113 of the Act, representatives of the members may be appointed for the purpose of exercising their vote through remote electronic voting (“e-Voting”) facility, for participation in the EGM through VC/ OAVM facility and e-Voting during the EGM. As the EGM is being held through VC/ OAVM facility, the Route Map is not annexed to this EGM Notice.
5. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the Listing Regulations read with MCA Circulars, as amended, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-Voting system during the EGM. The members, whose names appear in the Register of Members/ Beneficial Owners as on **Thursday, 11<sup>th</sup> December, 2025** (“**Cut-off Date**”), are entitled for e-Voting on the resolutions set forth in this EGM Notice. For this purpose, CDSL will be providing facility for participation at the EGM through VC/ OAVM facility, remote e-Voting facility and e-Voting during the EGM. Members may note that CDSL may use third-party service providers to offer the platform for members’ participation. The Board of Directors has appointed Mr. Mohd. Zafar, Practicing Company Secretary (Membership No. F9184 and Certificate of Practice No. 13875), as the Scrutinizer to scrutinize the process of remote e-voting and e-voting at EGM, in a fair and transparent manner.
6. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during EGM, to the Scrutinizer by email through its registered email address to [cszafar@gmail.com](mailto:cszafar@gmail.com) with a copy marked to [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. Members may join the EGM through VC/ OAVM facility by following the procedure as mentioned below and the joining window shall be kept open for the members from 11:30 A.M. (IST) i.e. 30 minutes before the

time scheduled to start the EGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the EGM. Attendance of the members participating in the EGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. **Remote e-voting** will commence at **09:00 A.M. on Monday, December 15, 2025 and will end at 5:00 P.M. on Wednesday, December 17, 2025**, then remote e-voting will be blocked.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Thursday, December 11<sup>th</sup> 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the EGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
10. Electronic copy of the EGM Notice, inter-alia, indicating the process and manner of e-Voting is being sent to all the members whose email address is registered with the Company/ Depository Participant(s) for communication purposes.
11. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM. Corporate Members intending to depute their authorized representatives to attend the Meeting through VC/OVAM are requested to send to the Company a certified true copy of the Board Resolution together with the attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote at the Meeting on their behalf.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and other relevant registers and documents referred in the Notice will be available electronically for inspection by the members during the EGM. All other documents referred to in the Notice will be available for electronic inspection during business hours, by the members from the date of circulation of this Notice up to the date of EGM, without any fee. Members seeking to inspect such documents can send an email to **riteshlimited8@gmail.com**
13. All documents referred to in this Notice are available for electronic inspection on the website of the Company at **www.hamptonsky.in** from date of dispatch of this Notice till the last date of Remote e-voting.
14. 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 their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
15. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this EGM.
16. Members may please note that in view of the proviso to Regulation 40(1) of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form (DEMAT) with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities. Dematerialization of shares would help to eliminate risks associated with Physical Shares. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares held in physical mode, after April 1<sup>st</sup>, 2019, can do so only after converting the shares in dematerialized form.
17. 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. If a member desires to opt out or cancel the earlier

nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said form can be downloaded from the Company’s website: [www.hamptonsky.in](http://www.hamptonsky.in), members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form.

18. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company’s Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020 (Phone No.: 011-40450193-97); Email: [info@skylinerta.com](mailto:info@skylinerta.com) in case the shares are held in physical form and to the Depository Participants (DPs) in case of shares held in electronic form.
19. The Chairman shall, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by using e-voting facility for all those Members who are present at the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
20. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.hamptonsky.in](http://www.hamptonsky.in) immediately after declaration. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
21. Ms. Tarandeep Kaur, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this EGM including e-voting. The Members may contact at the following address: Name: Ms. Tarandeep Kaur; Designation: Company Secretary and Compliance Officer; Registered Office: 205, Second Floor, Kirti Mahal, Rajendra Place, New Delhi – 110008; Email id: [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com); Phone No.: 011-41537951.

**Instructions for voting through remote e-voting:**

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters stated in aforesaid Notice by electronic means (E-voting). The E-voting facility is being provided by Central Depository Services (India) Limited (“CDSL”).

The dispatch of the Notice shall be deemed to be completed on the day, when it is sent in writing or through electronic mode, with the dispatch date being the starting point from which the mandatory notice period (usually 21 clear days, unless a shorter notice is consented to by a requisite majority of members) is calculated.

**The instructions for members for voting through electronic means are as under:**

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants would be able to cast their vote without having to register again with the e-voting service providers (ESP’s), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Pursuant to above said SEBI Circulars, login method for e-voting is given below:

**a) For Individual shareholders holding securities in Demat mode with CDSL/NSDL:**

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. The option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on “Login” icon and select New System

	<p>Myeasi/Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).</p> <ol style="list-style-type: none"> <li>2) Enter your User ID and Password for accessing Easi / Easiest.</li> <li>3) 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 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. Additionally, there are also links provided to access the system of all the e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly.</li> <li>4) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>5) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available at <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS e-Services facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 <i>enter your User ID and Password</i>. 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 re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>, select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 digits 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

**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**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 2244 300

**b) For shareholders holding securities in physical mode and non- individual shareholders:**

- i. The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Shareholders/Members” Tab.
- iii. 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. Members holding shares in physical form should enter a Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and click on login.
- v. If you are holding shares in demat form and have logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- vi. If you are a first-time user, follow the steps given below:

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field sent by the Company/RTA or contact Company/RTA for the same.
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 (iii) above.

- vii. After entering these details appropriately, click on “**SUBMIT**” tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members 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 EVSN for **Hampton Sky Realty Limited** on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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. You can also take a print of the voting done by you, by clicking on “Click here to print” option on the voting page.

- xvi. If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot entering the details as prompted by the system.
- xvii. Note for Non-Individual Members & Custodians:
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - Alternatively, Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at [cszafar@gmail.com](mailto:cszafar@gmail.com) and to the Company at the email address [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com) if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those members whose email addresses/mobile numbers are not registered with the Company/Depositories:**

- i. **For shares held in physical form-** Please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR card by email to Company at [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com) or RTA at [info@skylinerta.com](mailto:info@skylinerta.com).
- ii. **For shares held in dematerialized form-** Please update your email ID & mobile no. with your respective DP.
- iii. **For Individual Demat shareholders** – Please update your email ID & mobile no. with your respective DP which is mandatory while E-voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Registered Office:**

205, 2<sup>nd</sup> Floor, Kirti Mahal, Rajendra Place, Patel Nagar West, Delhi-110008, India.

**By order of the Board**

**For Hampton Sky Realty Limited**

*(Formerly known as Ritesh Properties and Industries Limited)*

Sd/-

**Kavya Arora**  
**Managing Director**  
**DIN: 02794500**

**Date: 14.11.2025**

**Place: Gurugram**

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING ('SS-2'):**

**ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH FINTON HOMES:**

Pursuant to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), no Company shall enter into any related party transactions without the consent of the Board of Directors of the Company and the Prior approval of the Members of the Company where such transaction (sale, purchase or supply of any goods or material, directly or through appointment of agent) amounts to or exceeds 10% of the turnover of the Company, as the case may be. However, the aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis. The transactions with the related party as mentioned in the resolutions are at arm's length and in the ordinary course of business of the Company and are of recurring nature.

However, pursuant to the Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, all transactions with related parties exceeding 10% of the annual consolidated turnover of the Company as per the last audited financial statements or Rs. 1000 Crore, whichever is lower, shall require the approval of the members of the Company, even if they are entered into in the ordinary course of business and on arm's length basis. The Audit Committee and Board of Directors of the Company have approved the transactions with **M/s Finton Homes**, a partnership firm ('related party'), in which the Company has a 55% stake as a partner, subject to the approval of the members, which was placed before them at its respective meetings held on November 14, 2025. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

Since, the value of transactions, in a financial year, to be entered between the Company and Finton Homes is likely to exceed the prescribed thresholds as per statute and is considered a Material Related Party Transaction and the Board of Directors of your Company recommends for the consideration and approvals of the Members on the proposed transaction by way of an Ordinary Resolution.

The details concerning the proposed transaction as required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular dated November 11, 2024 bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 as amended by the SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 as read with the Revised RPT Industry Standards dated June 26, 2025, effective September 1, 2025, the mandatory disclosures pertaining to related party transactions are mentioned herein below:

**I. Transaction No 1: Transactions pertaining to Sale, purchase or supply of goods or services or any other similar business transaction and trade advances: Approval is being sought towards Sale of goods/ services or any other similar business transactions undertaken by Company to Finton Homes**

**II.**

<b><u>Part A disclosure:</u></b>		
<b><u>A1: Basic details of the related party</u></b>		
<b>S. No.</b>	<b>Particulars of Information</b>	<b>Information provided by the management</b>
1.	Name of the related party	Finton Homes, a partnership firm
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real Estate
<b><u>A2: Relationship and ownership of the related party</u></b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company holds a controlling 55% interest in the partnership firm Finton Homes, alongside Mr. Hemant Sood and Mr. Chander Shekhar as the other partners in following ratio(s) 22.5% each respectively.

2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	55%
3.	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/ subsidiary (in case of transaction involving the subsidiary).	A direct interest of 55% wherein the related party is a partnership firm and the capital contribution made by the Company is Rs. 2418.15 Lacs (Rs. 1850.97 Lacs in form of land and Rs. 567.18 lacs as additional Capital)
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A3: Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>Transaction</b>	<b>Amount (in lacs)</b>
		Share of Profits	1,560.42
		Sale of Services (Electricity)	3.93
		Capital Contribution	312.68
		Capital Withdrawal	824.74
		Advance against Underwriting Agreement	430.00
		Commission on Corporate Guarantee	2.33
		Expenses incurred on behalf of the Company	15.83
		Purchase of Goods and Services	9.50
		Corporate Guarantee given	233.33
		Underwriting Agreement	2937.00
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<b>Transaction</b>	<b>Amount (in lacs)</b>
		Sale of Electricity	1.32
		Capital Withdrawal	1,070.00
		Capital Contribution	4.50
		Commission on Corporate Guarantee	1.50
		Share of Loss	22.54
		Payment made on behalf of company	26.05
		Corporate Guarantee on given	400.00
		Corporate guarantee discharged	233.33

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 financial year.	None								
<b><u>A4: Amount of the proposed transaction(s)</u></b>										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<b>Upto Rs. 1,00,00,00,000 (INR One Hundred Crores only) (i.e. Rs. 10,000 lacs)</b>								
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	168.63%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	188.63%								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	188.63%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2024-25 (in lacs)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>5,301.51</td> </tr> <tr> <td>Profit after Tax</td> <td>2,837.13</td> </tr> <tr> <td>Net Worth</td> <td>13,352.33</td> </tr> </tbody> </table>	Particulars	2024-25 (in lacs)	Turnover	5,301.51	Profit after Tax	2,837.13	Net Worth	13,352.33
Particulars	2024-25 (in lacs)									
Turnover	5,301.51									
Profit after Tax	2,837.13									
Net Worth	13,352.33									
<b><u>A5: Basic details of the proposed transaction</u></b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<ol style="list-style-type: none"> <li>Arrangement towards providing Electricity Facility.</li> <li>Underwriting Agreement: Sale of Services to Finton Homes.</li> <li>CAM Collection Agreement.</li> </ol>								
2.	Details of each type of the proposed transaction	<b>Item No. 1: Providing Electricity facility) :</b> The Company has single point electricity connection for the project "Hampton Court Business Park" from Punjab State Power Corporation Limited (PSPCL). Hence electricity facility to Affordable Group Housing project of Finton Homes is provided by the Company. Approval of the members is being sought since invoices are separately raised on Finton Homes for the said facility.								

		<p><b>Item No 2: Underwriting Agreement (Sale of Services):</b> The Company has entered into an underwriting arrangement with Finton Homes. Under this agreement, the Company has undertaken to underwrite the sales of flat at a base price per flat. No brokerage is payable by Finton Homes. Any amount realized above the base price per flat will accrue to the Company as income. Conversely, if a flat is sold below base price per flat then the loss is to be borne by the Company as underwriter. This arrangement is renewable annually.</p> <p><b>Item No. 3: CAM Collection Agreement:</b> – The Company shall collect the CAM Charges from the flat owners or Finton Homes and shall charge 1 % of the amount collected as collection charges from Finton Homes. After deducting 1 % of the collection amount the Company shall pay the cam charges collected to Finton Homes. The Finton Homes shall maintained the common area, security and upkeep of the Affordable Group Housing project developed by Finton Homes.</p> <p>All of the above transactions are proposed to be undertaken in the ordinary course of business and on an arm’s length basis, in compliance with the provisions of Section 188 of the Act and the applicable Rules framed thereunder and Regulation 23 of the SEBI Listing Regulations.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the date of next Annual General Meeting
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.	<p><b>Upto Rs. 1,00,00,00,000 (INR One Hundred crores only)</b></p> <p>Since, the approval is being sought till the next Annual General Meeting, accordingly the value of the transactions in next financial year shall be same as in the foregoing paragraphs.</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are consistent with past contracts entered into by the Company and align with its established business practices. They are undertaken in the ordinary course of business and constitute an integral part of the Company’s ongoing operations. The pricing has been determined on an arm’s length basis, considering comparable industry benchmarks, historical arrangements, and the nature of goods and services involved, thereby ensuring fairness, transparency, and compliance with applicable statutory requirements.

	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
7.	a. Name of the director / KMP/ Promoter	None of the Directors of Key Managerial Personnel are interested or related.  Findoc Finvest Private Limited is an entity being part of the promoter group and is interested indirectly. It is clarified that, Mr. Hemant Sood, who is a partner in Finton Homes, is a major stakeholder in Findoc Finvest Private Limited. Further, Mr. Chander Shekhar, the other partner in Finton may also be considered as Interested.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the directors/ KMP hold any direct interest in Finton Homes. However, the directors may have an indirect interest by virtue of their shareholding in Company clubbed with the shareholdings of their relatives as part of promoter/ promoter group.  Findoc Finvest Private Limited is an entity being part of the promoter group and is interested indirectly. It is clarified that, Mr. Hemant Sood, who is a partner in Finton, is a major stakeholder in the Findoc Finvest Private Limited. Further, Mr. Chander Shekhar, the other partner in Finton may also be considered as Interested. Mr. Hemant Sood and Mr. Chander Shekhar as the other partners hold stake in Finton in following ratio: Mr. Hemant Sood : 22.50% Mr. Chander Shekhar : 22.50%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The proposed transactions fall within the ordinary course of business and are undertaken on an arm's length basis with parties on a regular and ongoing basis. Since the transactions are executed strictly on an invoice basis, no separate valuation exercise has been undertaken. This practice is consistent with the Company's past dealings and the inherent nature of its business. Moreover, such transactions enable the Company to harness the expertise, complementary strengths, competencies, and facilities available within the group, thereby enhancing overall operational efficiency.
9.	Other information relevant for decision making	The transaction is in ordinary course of business and on arm's length basis.
<b>Part B disclosure:</b>		
<b>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.</b>		
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	As the proposed transactions are within the ordinary course of business and are carried out on an arm's length basis with parties on a regular and ongoing basis, no bidding or similar process has been undertaken. This approach is in line with the Company's past practices and the inherent nature of

		its business. The transactions also enable the Company to leverage the expertise, complementary strengths, competencies, and facilities available within the group to enhance operational efficiency.
2.	Basis of determination of price.	The basis of determination of price for the proposed transactions is founded upon past contracts entered into by the Company and is consistent with its established business practices. The transactions are undertaken in the ordinary course of business and form an integral part of the Company's ongoing operations. The pricing is determined on an arm's length basis, taking into account comparable industry benchmarks, historical arrangements, and the nature of the goods and services involved, thereby ensuring fairness, transparency, and compliance with applicable statutory requirements.
3.	In case of Trade advance (of upto 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:	
4.	a. Amount of Trade advance	INR 6,30,00,000
5.	b. Tenure	Upto the date of the next Annual General Meeting as to be renewed annually.
6.	c. Whether same is self-liquidating?	Not Applicable
<b><u>Apart from the details placed before the Audit Committee in the prescribed format under Revised RPT Industry Standards, the minimum information to be provided to the shareholders for approval of Material RPTs is as follows:</u></b>		
1.	<b>Justification as to why the proposed transaction is in interest of listed entity:</b>	<p>The proposed transactions are consistent with past contracts entered into by the Company and align with its established business practices. They are undertaken in the ordinary course of business and constitute an integral part of the Company's ongoing operations. The pricing has been determined on an arm's length basis, considering comparable industry benchmarks, historical arrangements, and the nature of goods and services involved, thereby ensuring fairness, transparency, and compliance with applicable statutory requirements.</p> <p>Further, as the Company holds a 55% stake in the Joint Venture entity, it is commercially prudent and strategically beneficial for the Company to extend support to the Joint Venture. Such support not only safeguards the Company's controlling interest but also strengthens the long-term viability of the investment, thereby serving the overall interest of the Company and its stakeholders.</p>
2.	<b>Basis of determination of price:</b>	The basis of determination of price for the proposed transactions is founded upon past contracts entered

		into by the Company and is consistent with its established business practices. The transactions are undertaken in the ordinary course of business and form an integral part of the Company's ongoing operations. The pricing is determined on an arm's length basis, taking into account comparable industry benchmarks, historical arrangements, and the nature of the goods and services involved, thereby ensuring fairness, transparency, and compliance with applicable statutory requirements. Further, as the Company already holds a 55% stake in the Joint Venture entity, it is considered beneficial and commercially prudent for the Company to extend support to the Joint Venture in order to safeguard and strengthen its strategic interest.
3.	<b>Other material terms and conditions of RPT:</b>	All relevant and material terms and conditions have already been disclosed above.
4.	<b>Link and QR Code for valuation report</b>	The proposed transactions fall within the ordinary course of business and are undertaken on an arm's length basis with parties on a regular and ongoing basis. Since the transactions are executed strictly on an invoice basis, no separate valuation exercise has been undertaken. This practice is consistent with the Company's past dealings and the inherent nature of its business. Moreover, such transactions enable the Company to harness the expertise, complementary strengths, competencies, and facilities available within the group, thereby enhancing overall operational efficiency.
<p><b>The proposed material related party transaction has been duly approved by the Audit Committee in its meeting held on Friday, November 14, 2025 followed by the approval of the Board of Directors hereby recommends the same for the approval of the shareholders.</b></p> <p><b>It is hereby informed that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.</b></p>		

**III. Transaction No 2: Transactions pertaining to Corporate Guarantee: Approval is being sought towards grant of Corporate Guarantee by Company to Finton Homes towards securing its borrowings, existing or future**

<b><u>Part A disclosure:</u></b>		
<b><u>A1: Basic details of the related party</u></b>		
<b>S. No.</b>	<b>Particulars of Information</b>	<b>Information provided by the management</b>
1.	Name of the related party	Finton Homes, a partnership firm
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real Estate
<b><u>A2: Relationship and ownership of the related party</u></b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its	The Company holds a controlling 55% interest in the partnership firm Finton Homes, alongside Mr. Hemant Sood and Mr. Chander Shekhar as the other

	concern (financial or otherwise) and the following:	partners in following ratio(s) 22.5% each respectively.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	55%
	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/ subsidiary (in case of transaction involving the subsidiary).	A direct interest of 55% wherein the related party is a partnership firm and the capital contribution made by the Company Rs. 2418.15 Lacs (Rs. 1850.97 Lacs in form land and Rs. 567.18 lacs as additional Capital)
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil

**A3: Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>Transaction</b>	<b>Amount (in lacs)</b>
		Share of Profits	1560.42
		Providing electricity facility	3.93
		Capital Contribution	312.68
		Capital Withdrawal	824.74
		Advance against Underwriting Agreement	430.00
		Commission on Corporate Guarantee	2.33
		Expenses incurred on behalf of the Company	15.83
		Purchase of Goods and Services	9.50
		Corporate Guarantee given	233.33
Underwriting Agreement	2937.00		

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<b>Transaction</b>		<b>Amount (in lacs)</b>	
		Providing electricity facility		1.32	
		Capital Withdrawal		1,070.00	
		Capital Contribution		4.50	
		Commission on Corporate Guarantee		1.50	
		Share of Loss		22.54	
		Payment made on behalf of company		26.05	
		Corporate Guarantee on given		400.00	
		Corporate guarantee discharged		233.33	
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 financial year.	None			
<b>A4: Amount of the proposed transaction(s)</b>					
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<b>Upto Rs. 10,00,00,000 (INR Ten Crores only) (i.e Rs. 1000 Lacs)</b>			
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	16.86%			
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	18.86%			
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	18.86%			
6.	Financial performance of the related party for the immediately preceding financial year:	<b>Particulars</b>		<b>2024-25 (in lacs)</b>	
		Turnover		5,301.51	
		Profit after Tax		2,837.13	
		Net Worth		13,352.33	

<b>A5: Basic details of the proposed transaction</b>		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Corporate Guarantee given by the Company to Finton.
2.	Details of each type of the proposed transaction	Corporate Guarantee
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Till the conclusion of next Annual General Meeting
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	<b>Approval is being sought for an amount as aggregating to upto Rs. 10,00,00,000 (INR Ten crores only).</b>  Since, the approval is being till next Annual General Meeting, accordingly the value of the transactions in next financial year shall be same as in the foregoing paragraphs.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are consistent with past contracts entered into by the Company and align with its established business practices. They are undertaken in the ordinary course of business and constitute an integral part of the Company's ongoing operations. The pricing has been determined on an arm's length basis, considering comparable industry benchmarks, historical arrangements, and the nature of goods and services involved, thereby ensuring fairness, transparency, and compliance with applicable statutory requirements.
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/ Promoter	None of the Directors of Key Managerial Personnel are interested or related.  Findoc Finvest Private Limited is an entity being part of the promoter group and is interested indirectly. It is clarified that, Mr. Hemant Sood, who is a partner in Finton Homes, is a major stakeholder in Findoc Finvest Private Limited. Further, Mr. Chander Shekhar, the other partner in Finton may also be considered as Interested.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the directors/ KMP hold any direct interest in Finton Homes. However, the directors may have an indirect interest by virtue of their shareholding in Company clubbed with the shareholdings of their relatives as part of promoter/ promoter group.  Findoc Finvest Private Limited is an entity being part of the promoter group and is interested indirectly. It is clarified that, Mr. Hemant Sood, who is a partner in Finton, is a major stakeholder in the Findoc Finvest Private Limited. Further, Mr. Chander Shekhar, the other partner in Finton may also be considered as Interested. Mr. Hemant Sood and Mr.

		Chander Shekhar as the other partners hold stake in Finton in following ratio: Mr. Hemant Sood : 22.50% Mr. Chander Shekhar : 22.50%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The proposed transactions fall within the ordinary course of business and are undertaken on an arm's length basis with parties on a regular and ongoing basis. Since the transactions are executed strictly on an invoice basis, no separate valuation exercise has been undertaken. This practice is consistent with the Company's past dealings and the inherent nature of its business. Moreover, such transactions enable the Company to harness the expertise, complementary strengths, competencies, and facilities available within the group, thereby enhancing overall operational efficiency.
9.	Other information relevant for decision making	The transaction is in ordinary course of business and on arm's length basis.
<b><u>Part B disclosure:</u></b>		
<b><u>B4: Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) , surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</u></b>		
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed transaction are consistent with past contracts entered into by the Company and align with its established business practices. They are undertaken in the ordinary course of business and constitute an integral part of the Company's ongoing operations.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) Annual Commission to be received on Corporate Guarantee: 2.33 Lakhs during the financial year 2025-26.  (ii) The Company is confident that Finton Homes shall be able to meet its obligation and the current guarantee is in the nature of a comfort letter. Considering the current policy of the Company towards undertaking any transaction with a related party on an arm's length basis, an appropriate amount of guarantee commission is charged. Moreover, the said corporate guarantee shall be rescinded on giving effect to the exit by the Company as partner from Finton. Accordingly, no further details are mandated as no contractual provision

		shall subsist post entering into the retirement deed.
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Currently, during the financial year ended on March 31, 2025, a joint guarantee amounting was extended to Finton Homes by three guarantors, namely, Mr. Hemant Sood, Mr. Chandrashekhar and the Company wherein the Company was liable for one-third obligation equivalent to Rs. 233.33 Lacs. The foregoing was revoked and a fresh Corporate Guarantee as aggregating to Rs. 400 lacs, jointly with other partners, including the Company has been extended to State Bank of India for the borrowing availed by Finton Homes. As on date, the Company has provided corporate guarantee of Rs. 400 Lacs to Bank, jointly with other partners. Thus, currently a Corporate Guarantee has been extended upto Rs. Rs. 400 lacs, jointly with other partners.</p> <p>Accordingly, an approval of a total overall limit of Rs. 1000 Lacs is being sought from the members. Appropriate provision with respect to revenue from corporate guarantee commission has been undertaken and booked accordingly.</p>

**Part C disclosure:**

**C3: Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**

1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p>Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</p>	<p>The Company feels there should not be any invocation of Corporate Guarantee due to following reasons:</p> <ol style="list-style-type: none"> <li>Firstly, Finton Homes is possessing an appropriate solvency status and will be able to meet its debt obligations followed by the support from its other partners namely Hemant Sood &amp; Chander Shekhar;</li> <li>Secondly, the Company is proposing towards its exit from the Partnership firm. Accordingly, no impact on monetary terms on issue of such guarantee, hence, not applicable.</li> </ol>
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years</p>	<p>Net-worth of Finton Homes is as under</p>
	FY 22-23	Rs. 9,472.93 Lacs
	FY 23-24	Rs. 11,457.25 Lacs
	FY 24-25	Rs. 13,352.33 Lacs
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort</p>	<p>Currently, during the financial year ended on March 31, 2025, a joint guarantee amounting was extended to Finton Homes by three guarantors, namely, Mr. Hemant Sood, Mr. Chandrashekhar and the Company wherein the Company was liable for one-third obligation equivalent to Rs. 233.33 Lacs. The</p>

	<p>letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>foregoing was revoked and a fresh Corporate Guarantee as aggregating to Rs. 400 lacs, jointly with other partners, including the Company has been extended to State Bank of India for the borrowing availed by Finton Homes. As on date, the Company has provided corporate guarantee of Rs. 400 Lacs to Bank, jointly with other partners. Thus, currently a Corporate Guarantee has been extended upto Rs. 400 lacs, to Bank jointly with other partners. Thus, currently a Corporate Guarantee has been extended upto Rs. Rs. 400 lacs, jointly with other partners.</p> <p>Accordingly, an approval of a total overall limit of Rs. 1000 Lacs is being sought from the members. Appropriate provision with respect to revenue from corporate guarantee commission has been undertaken and booked accordingly.</p>
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p>	No
5.	<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p>	No
	<p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p>	No
	<p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p>	No
	<p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed</i></p>	No
	FY 2022-23	Not Applicable, since no past default
	FY 2023-24	Not Applicable, since no past default
	FY 2024-25	Not Applicable, since no past default
<p><b><u>Apart from the details placed before the Audit Committee in the prescribed format under Revised RPT Industry Standards, the minimum information to be provided to the shareholders for approval of Material RPTs is as follows:</u></b></p>		
1.	<p>Justification as to why the proposed transaction is in interest of listed entity</p>	<p>The proposed transactions are consistent with past contracts entered into by the Company and align with its established business practices. They are undertaken in the ordinary course of business and</p>

		constitute an integral part of the Company's ongoing operations. The pricing has been determined on an arm's length basis, considering comparable industry benchmarks, historical arrangements, and the nature of goods and services involved, thereby ensuring fairness, transparency, and compliance with applicable statutory requirements.
2.	Basis of determination of price	The proposed transactions fall within the ordinary course of business and are undertaken on an arm's length basis with parties on a regular and ongoing basis. Since the transactions are executed strictly on an invoice basis, no separate valuation exercise has been undertaken. This practice is consistent with the Company's past dealings and the inherent nature of its business. Moreover, such transactions enable the Company to harness the expertise, complementary strengths, competencies, and facilities available within the group, thereby enhancing overall operational efficiency.
3.	Other material terms and conditions of RPT	All relevant and material terms and conditions have already been disclosed above.
4.	Web- Link and QR code of the Valuation Report	Not Applicable
<b>It is hereby informed that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.</b>		
<b>The proposed material related party transaction has been duly approved by the Audit Committee in its meeting held on Friday, November 14, 2025, and the Board of Directors hereby recommends the same for the approval of the shareholders.</b>		

It is hereby clarified that approval towards divestment of the entire stake in Finton Homes by way of approval for the exit of Company by way of retirement from the partnership firm pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also forming part of the Notice of the ensuing Extra-ordinary General meeting and separate approvals are being sought for the same vide a separate resolution and explanatory statement duly forming part of this Notice under Item No 3.

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interests of the Company and hence, the Board recommends Item No. 1 in the Notice for your approval by way of an *Ordinary Resolution*.

None of the Directors or Key Managerial Personnel is interested or concerned in the proposed transaction financially or otherwise except to the extent of their shareholding, if any, in the Company and detailed more particularly in the foregoing paras.

## **ITEM NO. 2:**

### **APPROVAL FOR THE EXIT OF THE COMPANY'S INVESTMENT IN FINTON HOMES, A PARTNERSHIP FIRM BY WAY OF RETIREMENT FROM THE PARTNERSHIP FIRM PURSUANT TO THE PROVISIONS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 AND REGULATION 37A OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**Object & Commercial Rationale for the proposed divestment of stake in the Partnership Firm vide retirement as a partner of Finton Homes:**

Your Company had earlier made investment in **Finton Homes, a partnership firm ('Finton/ Partnership Firm')** and currently it is having a 55% stake as a partner in Finton with the rest of the stake is being held by Mr. Hemant Sood (22.50 % Partner) and Mr. Chander Shekar (22.50 % Partner). The investment in the partnership was undertaken with the primary objective of developing an affordable housing project. In furtherance of the same, the necessary approvals under the Real Estate (Regulation and Development) Act, 2016 and Rules made thereunder ("RERA") were duly obtained. The Company, through the partnership, has completed the project to a substantial extent and has secured the Occupancy Certificate ("OC") for almost all the towers comprised therein. As on the valuation date, the project envisaged the construction of approximately 1,136 residential flats, of which more than 670 flats have been sold, and possession of 402 flats has either been handed over or offered to be handed over to the respective allottees.

Finton has already booked its income based on the completion method of accounting and the same have been considered appropriately in the Consolidated Financials of the Company. However, the cash flow of the income so accrued has not yet been realized. As per the financial results submitted with stock exchanges as on 30<sup>th</sup> September 2025, the total amount of Rs. 4,311.35 Lacs is due to be received from the Partnership Firm on account of capital and accumulated profits based on the accounting treatment basis the completion method.

Considering the current market scenario Finton has accumulated certain non-moving stocks and the cash flow from the stock is not immediately forthcoming. Whereas, the Company has a debt of Rs. 5721.41 Lacs, as on September 30, 2025 and the interest on the loans etc. is adversely impacting the profitability of the Company. The management of the Company was analyzing the aspect of either divesting the stake in Finton vis-à-vis clearing off the existing liabilities followed by the opportunities of approaching greener pastures as available in new businesses. The Board of Directors of the Company ("**Board**"), on the recommendation of the Audit Committee, at their meeting(s) held on **Friday, November 14, 2025** have approved and recommended the aspect that in view of the acute liquidity constraints arising from non-moving inventory and a progressively escalating bank liability position, it is deemed a commercially prudent and economically expedient decision to divest the concerned Undertaking. The proceeds from such sale shall be applied, in priority, towards extinguishment of outstanding liabilities, including bank borrowings and dues to creditors, thereby rendering the Company substantially debt-free. The Board on the recommendation of the Audit Committee, have accordingly approved and recommended the divestment of the stake in Finton via retirement from the said partnership firm.

It is clarified that the Company shall be retiring as a partner from the partnership firm and Mr. Hemant Sood and Mr. Chander Shekar shall become the remaining partners in the partnership firm with the understanding that they shall have a right to induct any other partner who can support the cash flows to be paid to the Company by the Firm on account of its retirement from the Partnership Firm.

#### **Utilization of proceeds:**

The proceeds from such sale shall be applied, in priority, towards extinguishment of outstanding liabilities, including bank borrowings and dues to creditors, thereby rendering the Company substantially debt-free. Post the divestment of the stake of the Company via retirement as a partner in Finton, the Company shall be well-positioned to adopt a more aggressive growth strategy, including but not limited to the advancement of the hospital project and strategic expansion in the hospitality sector.

In light of the Company's improved liquidity position and achievement of a debt-free status, it is anticipated that the banking partners and financial institutions will demonstrate a renewed willingness to extend financial assistance for new business initiatives. The Company continues to progress diligently and systematically with its ongoing restructuring and asset monetization efforts.

Accordingly, the Board recommends passing of the resolution as set out in the accompanying Notice as a Special Resolution, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("**the Act**") read with Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), and any other applicable provisions, if any.

#### **Manner of determination of the consideration:**

Basis the valuation report provided by Mr. Nipan Bansal, an IBBI Registered Valuer bearing Registration No. IBBI/RV/ 06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes ('Finton'), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 ("the Valuation Date"). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 ('Cut Off date for valuation of firm').

Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a "**Retirement Deed cum addendum**" shall be entered into between the Company (**'the Retiring Partner'**) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as **'the Remaining Partner(s)'** for reconstitution of Finton.

The valuation of the land & building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely **Mr. Daljit Raheja** bearing registration No Registration No CC/PTA/ Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.

In terms of Section 180(1)(a) of the Act approval of the shareholders is required by way of a special resolution to sell, dispose-off ***or otherwise transfer*** the whole or substantially the whole of any undertaking. The stake of the Company in Finton is an "undertaking" in terms of Section 180(1)(a) of the Act and the proposed retirement as a partner in the partnership firm would employ divesting the stake thereon, which would entail seeking approval by the members by way of a special resolution. Post divestment by way of retirement from the partnership firm the remaining partners would be assuming the status of partners of the partnership firm, hence, the approval from shareholders is being sought out of abundant caution and as a measure of good corporate governance under Regulation 37A of the SEBI Listing Regulations.

Additionally, the approval under Regulation 37A of the SEBI Listing Regulations shall be acted upon, only if the votes cast by the public shareholders in favor of the resolution exceed the votes cast by such public shareholders against the resolution, and that no public shareholder shall vote on the resolution if he is a party, directly or indirectly, in the said partnership firm.

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interests of the Company and hence, the Board recommends Item No. 2 for your approval by way of a ***Special Resolution***.

None of the Directors or Key Managerial Personnel is interested or concerned in the proposed transaction financially or otherwise except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 3: APPROVAL FOR THE EXIT OF THE COMPANY'S SHARE IN FINTON HOMES, A PARTNERSHIP FIRM BY WAY OF RETIREMENT FROM THE PARTNERSHIP FIRM PURSUANT TO THE PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

**Commercial Justification:**

The Company had, in the past, invested in **Finton Homes**, a partnership firm ("**Finton**" or "**Partnership Firm**"), wherein the Company presently holds a 55% partnership interest, while the balance partnership interest is held by Mr. Hemant Sood (22.50%) and Mr. Chander Shekar (22.50%). The said investment was made with the specific object of undertaking the development of an affordable housing project. In furtherance thereof, all requisite approvals under the Real Estate (Regulation and Development) Act, 2016 and the Rules framed thereunder ("**RERA**") were duly obtained.

Acting through the said Partnership Firm, the Company has substantially completed the project and has procured the Occupancy Certificate (“OC”) in respect of almost all towers forming part of the said project. The project envisaged the construction of approximately 1,136 residential flats, out of which more than 670 flats stand sold, and possession in respect of 402 flats has either been duly handed over or offered to be handed over to the respective allottees as on the date of valuation i.e. July 15, 2025.

Finton has, in accordance with the completion method of accounting, duly recognized its income, and such income has been appropriately incorporated in the Consolidated Financial Statements of the Company. However, the cash flow corresponding to such accrued income has not, as yet, been realized. As per the financial results submitted with stock exchanges as on September 30, 2025, the total amount of Rs. 4,311.35 Lacs is due to be received from the Partnership Firm on account of capital and accumulated profits based on the accounting treatment basis the completion method.

In the prevailing market scenario, Finton has accumulated certain non-moving inventory, and realization of cash flows from such stock is not expected in the immediate future. Conversely, as on September 30, 2025, the Company has outstanding debt obligations aggregating to Rs. 5721.41 Lacs, and the interest and finance cost burden thereon is adversely impacting the profitability of the Company. In these circumstances, the management of the Company examined the matter and considered the options of divesting its stake in Finton vis-à-vis liquidating liabilities and, thereafter, pursuing fresh business opportunities in emerging sectors.

The Board of Directors of the Company (“**Board**”), at its meeting held on **Friday, November 14, 2025** based on the recommendation of the Audit Committee, has accorded its approval and recommendation that, in view of the acute liquidity constraints emanating from non-moving inventory and the progressively escalating liability position, it would be commercially prudent and economically expedient to divest the said undertaking. The proceeds arising from such divestment shall be applied, in priority, towards repayment and settlement of outstanding liabilities, including bank borrowings and dues to creditors, thereby placing the Company in a substantially debt-free position. Accordingly, on the recommendation of the Audit Committee, the Board has approved and recommended the divestment of the Company’s stake in Finton by way of retirement from the said Partnership Firm.

The Board on the approval and recommendation of the Audit Committee, at their meeting(s) held on **Friday, November 14, 2025** have approved and recommended for the proposed divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton with the objective of deploying the proceeds towards the discharge of existing liabilities, including bank borrowings and outstanding dues to creditors. The divestment is expected to significantly deleverage the Company and strengthen its financial position.

In view of the proposed Retirement from the Partnership Firm, it has been decided by the Audit Committee and the Board that it should be proposed towards seeking approval of the Shareholders in terms of Section 188 of the Act read with Regulation 23 of the SEBI Listing Regulations, wherein any material related party transactions shall require prior approval of the shareholders through a resolution. Since, the proposed transaction involves divestment of the entire 55% stake in Finton which is undertaken by way of retirement from the partnership firm, and transaction involves dealing by the Company with the related parties accordingly approval from the shareholders is being sought.

Basis the valuation report provided by **Mr. Nipan Bansal**, an IBBI Registered Valuer bearing Registration No. IBBI/RV/ 06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes (‘Finton’), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 (‘the Valuation Date’). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 (‘Cut Off date for valuation of firm’).

Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a “**Retirement Deed cum**

**addendum**” shall be entered into between the Company (**‘the Retiring Partner’**) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as **‘the Remaining Partner(s)’** for reconstitution of Finton.

The valuation of the land and building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely **Mr. Daljit Raheja** bearing registration No Registration No CC/PTA/ Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.

The Company shall continue to facilitate support to Finton in all manners including but not limiting to all activities pertaining to giving effect to the effective transfer of the stake of the partnership, adhering to the terms of the proposed Retirement Deed, issuance to any power of attorney or authorization or assistance as may be desired fit and deemed necessary for smooth running of the business of the partnership firm in any manner. Considering the fact Company is seeking approval towards exit as a partner from Finton, accordingly, approval from the members is being sought towards transaction between the Company and its related party. Also, considering the fact that the Remaining Partners are considered as Related Parties under Ind AS 24, accordingly details of the same are also forming part of this explanatory statement as the Company. Although no transaction is being entered by the Company with remaining partners, however, cautiously it is considered as a transaction with related parties under the covenants of purpose and effect. Accordingly, the Company is seeking approval jointly for Finton and remaining partners thereto.

**The details concerning the proposed transaction as required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular dated November 11, 2024 bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 as amended by the SEBI Circular No: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 as read with the Revised RPT Industry Standards dated June 26, 2025, effective September 1, 2025, the mandatory disclosures pertaining to related party transactions are mentioned herein below:**

<b>Part A disclosure:</b>		
<b>A1: Basic details of the related party</b>		
<b>S. No.</b>	<b>Particulars of Information</b>	<b>Information provided by the management</b>
1.	Name of the related party	<b>Name of the Related Party:</b> Finton Homes, the Partnership Firm and Mr. Hemant Sood & Mr. Chander Shekar being the other Partners. The Company holds a controlling 55% interest in the partnership firm Finton Homes, alongside <b>Mr. Hemant Sood</b> and <b>Mr. Chander Shekhar</b> as the other partners holding 22.5% stake respectively in Finton Homes. <b>Relationship with the Company:</b> Being the partners of Finton Homes, they are considered as Related Parties of the Company under IndAS 24; <b>Nature of its concern or interest (financial or otherwise):</b> Both Mr. Hemant Sood & Mr. Chander Shekar shall become the Remaining Partner(s).
2.	Country of incorporation of the related party	Both Mr. Hemant Sood and Mr. Chander Shekhar are Indian citizens and residents. Finton Homes is an Indian Partnership firm.
3.	Nature of business of the related party	Mr. Hemant Sood and Mr. Chander Shekhar are engaged in the real estate business through their partnership firm, Finton Homes.
<b>A2: Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	The Company holds a controlling 55% interest in the partnership firm Finton Homes. <b>Mr. Hemant Sood</b> and <b>Mr. Chander Shekhar</b> as the other partners hold stake in Finton in following ratio: a. <b>Mr. Hemant Sood : 22.50%</b> b. <b>Mr. Chander Shekhar : 22.50%</b> <b>Relationship between the Company &amp; Related Parties:</b> Being the partners of Finton Homes, they are considered as the Related Parties of the Company under IndAS 24; <b>Nature of its concern or interest (financial or otherwise):</b> Both Mr. Hemant Sood & Mr. Chander Shekar shall become the

		Remaining Partner(s) holding 50% each post the retirement of the Company as a Partner in Finton.
	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	It is clarified that the other partners namely Mr. Hemant Sood and Mr. Chander Shekhar, being the Related Parties in the current transactions are Individuals, hence not applicable. Further, it is clarified that the Company holds a controlling 55% interest in the partnership firm Finton Homes, alongside Mr. Hemant Sood and Mr. Chander Shekhar as the other partners.
	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/ subsidiary (in case of transaction involving the subsidiary).	A direct interest of 55% wherein the related party is a partnership firm and the capital contribution made by the Company is Rs. 2418.15 Lacs (Rs. 1850.97 Lacs in form of land and Rs. 567.18 lacs as additional Capital).  It is clarified that the Company holds a controlling 55% interest in the partnership firm Finton Homes, alongside Mr. Hemant Sood and Mr. Chander Shekhar as the other partners.
	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Finton (the partnership firm) does not hold any stake in Company. Mr. Hemant Sood holds a 50% stake in Findoc Finvest Private Limited, promoter of the Company. Further, Mr. Chander Shekhar, the other partner in Finton may also be considered as Interested. Mr. Hemant Sood & Mr. Chander Shekhar, the other partners of Finton do not hold any stake in the Company. Lastly, Mr. Hemant Sood & Mr. Chander Shekhar hold 22.5% stake in Finton respectively.

**A3: Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<b>A. Transactions entered into between the Company and Finton Homes:</b>		
		<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2024-25 (in Lacs) (INR)</b>
		1.	Share of Profits	1,560.42
		2.	Providing Electricity Facility	3.93
		3.	Capital Contribution	312.68
		4.	Capital Withdrawal	824.74
		5.	Advance against Underwriting Agreement	430.00
		6.	Commission on Corporate Guarantee	2.33
		7.	Expenses incurred on behalf of the Company	15.83
		8.	Purchase of Goods and Services	9.50
		9.	Corporate Guarantee given	233.33
10	Underwriting Agreement	2937.00		
<b>B. Transactions entered into between the Company and Mr. Hemant Sood &amp; Mr. Chander Shekhar:</b>				
<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2024-25 (in Lacs) (INR)</b>		
No transactions have been undertaken between the Company and Mr. Hemant Sood & Mr. Chander Shekhar.				
<b>C. Transactions entered into between Finton Homes and Mr. Hemant Sood &amp; Mr. Chander Shekhar:</b>				
<b>S. No.</b>	<b>Nature of Transactions</b>	<b>FY 2024-25 (in Lacs) (INR)</b>		

		<table border="1"> <tr> <td>1.</td> <td>Share of profit (Hemant Sood)</td> <td>638.36</td> </tr> <tr> <td>2.</td> <td>Share of profit (Chander Shekhar)</td> <td>638.36</td> </tr> </table>	1.	Share of profit (Hemant Sood)	638.36	2.	Share of profit (Chander Shekhar)	638.36																																													
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2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<p><b>A. Transactions entered into between the Company and Finton Homes</b></p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Upto the last Quarter i.e. Half year ending September 30, 2025</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Providing electricity facility</td> <td>1.32</td> </tr> <tr> <td>2.</td> <td>Capital Withdrawal</td> <td>1,070.00</td> </tr> <tr> <td>3.</td> <td>Capital Contribution</td> <td>4.50</td> </tr> <tr> <td>4.</td> <td>Commission on Corporate Guarantee</td> <td>1.50</td> </tr> <tr> <td>5.</td> <td>Share of Loss</td> <td>22.54</td> </tr> <tr> <td>6.</td> <td>Payment made on behalf of company</td> <td>26.05</td> </tr> <tr> <td>7.</td> <td>Corporate Guarantee on given</td> <td>400.00</td> </tr> <tr> <td>8.</td> <td>Corporate guarantee discharged</td> <td>233.33</td> </tr> </tbody> </table> <p><b>B. Transactions entered into between the Company and Mr. Hemant Sood &amp; Mr. Chander Shekhar</b></p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Upto the last Quarter i.e. Half year ending September 30, 2025</th> </tr> </thead> <tbody> <tr> <td colspan="3">No transactions have been undertaken between the Company and Mr. Hemant Sood &amp; Mr. Chander Shekhar.</td> </tr> </tbody> </table> <p><b>C. Transactions entered into between Finton Homes and Mr. Hemant Sood &amp; Mr. Chander Shekhar</b></p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>Upto the last Quarter i.e. Half year ending September 30, 2025</th> </tr> </thead> <tbody> <tr> <td colspan="3"><b>Mr. Hemant Sood</b></td> </tr> <tr> <td>1.</td> <td>Share of Loss</td> <td>9.22</td> </tr> <tr> <td>2.</td> <td>Capital Contribution</td> <td>750.00</td> </tr> <tr> <td colspan="3"><b>Mr. Chander Shekhar</b></td> </tr> <tr> <td>1.</td> <td>Share of Loss</td> <td>9.22</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	Upto the last Quarter i.e. Half year ending September 30, 2025	1.	Providing electricity facility	1.32	2.	Capital Withdrawal	1,070.00	3.	Capital Contribution	4.50	4.	Commission on Corporate Guarantee	1.50	5.	Share of Loss	22.54	6.	Payment made on behalf of company	26.05	7.	Corporate Guarantee on given	400.00	8.	Corporate guarantee discharged	233.33	S. No.	Nature of Transactions	Upto the last Quarter i.e. Half year ending September 30, 2025	No transactions have been undertaken between the Company and Mr. Hemant Sood & Mr. Chander Shekhar.			S. No.	Nature of Transactions	Upto the last Quarter i.e. Half year ending September 30, 2025	<b>Mr. Hemant Sood</b>			1.	Share of Loss	9.22	2.	Capital Contribution	750.00	<b>Mr. Chander Shekhar</b>			1.	Share of Loss	9.22
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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 financial year.	None
<b>A4: Amount of the proposed transaction(s)</b>		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	<p>Basis the valuation report provided by <b>Mr. Nipan Bansal</b>, an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes ('Finton'), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 ("the Valuation Date"). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 ('Cut Off date for valuation of firm').</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut-off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a "<b>Retirement Deed cum addendum</b>" shall be entered into between the Company (<b>the Retiring Partner</b>) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as <b>'the Remaining Partner(s)'</b> for reconstitution of Finton.</p> <p>The valuation of the land &amp; building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely <b>Mr. Daljit Raheja</b> bearing registration No Registration No CC/PTA / Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.</p>
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	126.33%

	turnover for the immediately preceding financial year																									
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	141.31%																								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	141.31%																								
6.	Financial performance of the related party for the immediately preceding financial year:	<p>The financial details of Finton Homes for FY 2024-25 are set out below:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25 (in Lacs) (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>5,301.51</td> </tr> <tr> <td>Profit after Tax</td> <td>2,837.13</td> </tr> <tr> <td>Net Worth</td> <td>13,352.33</td> </tr> </tbody> </table> <p>Further, the financial details of other Related Parties are as under:</p> <p>A. Mr. Hemant Sood:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>*FY 2024-25 (in Lacs) (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3114</td> </tr> <tr> <td>Profit after Tax</td> <td>1899.54</td> </tr> <tr> <td>Net Worth</td> <td>17816</td> </tr> </tbody> </table> <p>B. Mr. Chander Shekhar:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>*FY 2024-25 (in Lacs) (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1766.43</td> </tr> <tr> <td>Profit after Tax</td> <td>1081.66</td> </tr> <tr> <td>Net Worth</td> <td>22201.65</td> </tr> </tbody> </table> <p><i>*The foregoing are on provisional basis</i></p>	Particulars	FY 2024-25 (in Lacs) (INR)	Turnover	5,301.51	Profit after Tax	2,837.13	Net Worth	13,352.33	Particulars	*FY 2024-25 (in Lacs) (INR)	Turnover	3114	Profit after Tax	1899.54	Net Worth	17816	Particulars	*FY 2024-25 (in Lacs) (INR)	Turnover	1766.43	Profit after Tax	1081.66	Net Worth	22201.65
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<b>A5: Basic details of the proposed transaction</b>																										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<p>Divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton Homes:</p> <p>Basis the valuation report provided by <b>Mr. Nipan Bansal</b>, an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes ('Finton'), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 ("the Valuation Date"). Accordingly, the fair value of the stake of the Company as a Partner in Finton,</p>																								

		<p>basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 ('Cut Off date for valuation of firm').</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut-off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a “<b>Retirement Deed cum addendum</b>” shall be entered into between the Company (<b>the Retiring Partner</b>) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as <b>‘the Remaining Partner(s)</b>’ for reconstitution of Finton.</p> <p>The valuation of the land &amp; building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely <b>Mr. Daljit Raheja</b> bearing registration No Registration No CC/PTA / Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.</p> <p>Pursuant to the approval of the Audit Committee and the Board of Directors, it is proposed towards the divestment of the entire 55% stake held by the Company in Finton by way of retirement from the partnership firm for a consideration amount as determined above and in the manner stated in the foregoing paras.</p>
2.	Details of each type of the proposed transaction	<p>Divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton is being undertaken in following manner:</p> <p>Basis the valuation report provided by <b>Mr. Nipan Bansal</b>, an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes ('Finton'), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 (“the Valuation Date”). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 ('Cut Off date for valuation of firm').</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in</p>

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3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Retirement will be effective from the date of signing of <b>“Retirement Deed cum addendum”</b> which shall be executed only post seeking approval by the members. Further, it has been agreed amongst the parties that the entire net consideration shall be paid, within a period of four (4) months from the execution of the retirement deed cum addendum.
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	<p>Divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton is being undertaken in following manner:</p> <p>Basis the valuation report provided by <b>Mr. Nipan Bansal</b>, an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes (<b>“Finton”</b>), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 (<b>“the Valuation Date”</b>). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 (<b>“Cut Off date for valuation of firm”</b>).</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a <b>“Retirement Deed cum</b></p>

		<p><b>addendum</b>” shall be entered into between the Company (<b>‘the Retiring Partner’</b>) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as <b>‘the Remaining Partner(s)’</b> for reconstitution of Finton.</p> <p>The valuation of the land &amp; building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely <b>Mr. Daljit Raheja</b> bearing registration No Registration No CC/PTA / Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.</p> <p>The proposed transaction is a one-time transaction and is proposed to be undertaken approx. within a period of 4 months from seeking approval by the Shareholders. Since it is an event based one time transaction, therefore break up financial year wise is not applicable.</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>In view of prevailing business conditions and sector-specific liquidity constraints, the Company has undertaken a strategic review of its exposure in the partnership firm, Finton Homes. The accumulation of non-moving inventory and the resulting working capital pressures have prompted the Board, upon the recommendation of the Audit Committee, to consider the divestment of the Company’s stake in Finton as a commercially rational and financially prudent course of action.</p> <p>At its meeting held on <b>Friday, November 14, 2025</b> , the Board approved the proposal to retire from the said partnership firm, with the objective of deploying the proceeds towards the discharge of existing liabilities, including bank borrowings and outstanding dues to creditors. The divestment is expected to significantly deleverage the Company and strengthen its financial position.</p> <p>Divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton is being undertaken in following manner:</p> <p>Basis the valuation report provided by <b>Mr. Nipan Bansal</b>, an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes (‘Finton’), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 (“the Valuation Date”). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 (‘Cut Off date for valuation of firm)’.</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton</p>

		<p>Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a “<b>Retirement Deed cum addendum</b>” shall be entered into between the Company (“<b>the Retiring Partner</b>”) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as “<b>the Remaining Partner(s)</b>” for reconstitution of Finton.</p> <p>The valuation of the land &amp; building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely <b>Mr. Daljit Raheja</b> bearing registration No Registration No CC/PTA / Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.</p> <p>This divestment will enable the Company to reallocate resources towards its core growth objectives, including the development of its hospital project and expansion into the hospitality sector. Discussions with banking and financial institutions remain active, and such institutions have indicated a clear willingness to consider further financial support, contingent on improved liquidity metrics. The Company is actively advancing towards this threshold through its restructuring efforts and asset monetisation strategy. Accordingly, the Audit Committee and the Board has approved the divestment of 55% stake held by the Company in Finton by way of retirement from the partnership firm in the manner stated in the foregoing paras.</p> <p>The Company shall continue to facilitate support to Finton in all manners including but not limiting to all activities pertaining to giving effect to the effective transfer of the stake of the partnership, adhering to the terms of the proposed Retirement Deed, issuance to any power of attorney or authorization or assistance as may be desired fit and deemed necessary for smooth running of the business of the partnership firm in any manner.</p> <p><b><u>Complete commercial justification is provided in the Explanatory Statement, herein above.</u></b></p>
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/ Promoter	<p>None of the Directors of Key Managerial Personnel are interested or related.</p> <p>Findoc Finvest Private Limited is an entity being part of the promoter group and is interested indirectly. It is clarified that, Mr. Hemant Sood, who is a partner in Finton Homes, is a major stakeholder in Findoc Finvest Private Limited. Further, Mr. Chander</p>

		Shekhar, the other partner in Finton may also be considered as Interested.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>None of the directors/ KMP hold any direct interest in Finton Homes. However, the directors may have an indirect interest by virtue of their shareholding in Company clubbed with the shareholdings of their relatives as part of promoter/ promoter group.</p> <p>Findoc Finvest Private Limited is an entity being part of the promoter group and is interested indirectly. It is clarified that, Mr. Hemant Sood, who is a partner in Finton, is a major stakeholder in the Findoc Finvest Private Limited. Further, Mr. Chander Shekhar, the other partner in Finton may also be considered as Interested. Mr. Hemant Sood and Mr. Chander Shekhar as the other partners hold stake in Finton in following ratio:  Mr. Hemant Sood : 22.50%  Mr. Chander Shekhar : 22.50%</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	<p><b><u>Web-link to the copy of valuation report(s) is provided below:</u></b></p> <p><a href="https://hamptonsky.in/wp-content/uploads/2025/11/Valuation-Report-Finton-Homes-Nippan-Bansal.pdf">https://hamptonsky.in/wp-content/uploads/2025/11/Valuation-Report-Finton-Homes-Nippan-Bansal.pdf</a></p> <p><a href="https://hamptonsky.in/wp-content/uploads/2025/11/Finton-Homes-Valuation-Report-Daljiti-Raheja.pdf">https://hamptonsky.in/wp-content/uploads/2025/11/Finton-Homes-Valuation-Report-Daljiti-Raheja.pdf</a></p>
9.	Other information relevant for decision making	The transaction is not in ordinary course of business but is on an arm's length basis. Further, all the relevant information forms part of this explanatory statement setting out material facts.
<p><b><u>Part B disclosure:</u></b>  <b><u>B6: Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</u></b></p>		
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity	Since the divestment of the entire 55% stake in <i>Finton Homes</i> is through retirement from the firm and not by way of absolute sale or disposal of an undertaking, the same is not applicable.
2.	Basis of determination of price.	<p>Exit/ Divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton is being undertaken in following manner:</p> <p>Basis the valuation report provided by <b>Mr. Nippan Bansal</b>, an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes ('Finton'), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 ("the Valuation Date"). Accordingly, the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 ('Cut Off date for valuation of firm').</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in</p>

		<p>cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a “<b>Retirement Deed cum addendum</b>” shall be entered into between the Company (“<b>the Retiring Partner</b>”) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as “<b>the Remaining Partner(s)</b>” for reconstitution of Finton.</p> <p>The valuation of the land &amp; building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely <b>Mr. Daljit Raheja</b> bearing registration No Registration No CC/PTA / Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.</p> <p>The basis of determination of price is the Valuation reports as detailed in the foregoing paras.</p>																
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	In view of prevailing business conditions and sector-specific liquidity constraints, the Company has undertaken a strategic review of its exposure in the partnership firm, Finton Homes. The accumulation of non-moving inventory and the resulting working capital pressures have prompted the Board, upon the recommendation of the Audit Committee, to consider the divestment of the Company’s stake in Finton as a commercially rational and financially prudent course of action.																
4.	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2022-23 (in lacs) (INR)</th> <th>FY 2023-24 (in lacs) (INR)</th> <th>FY 2024-25 (in lacs) (INR)</th> </tr> </thead> <tbody> <tr> <td><b>Turnover</b></td> <td>4,099.98</td> <td>7,311.17</td> <td>5,301.51</td> </tr> <tr> <td><b>Net Worth</b></td> <td>9,472.93</td> <td>11,457.25</td> <td>13,352.33</td> </tr> <tr> <td><b>Net Profit</b></td> <td>1,300.18</td> <td>3,422.25</td> <td>2,837.13</td> </tr> </tbody> </table>	Particulars	FY 2022-23 (in lacs) (INR)	FY 2023-24 (in lacs) (INR)	FY 2024-25 (in lacs) (INR)	<b>Turnover</b>	4,099.98	7,311.17	5,301.51	<b>Net Worth</b>	9,472.93	11,457.25	13,352.33	<b>Net Profit</b>	1,300.18	3,422.25	2,837.13
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5.	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking.	In view of prevailing business conditions and sector-specific liquidity constraints, the Company has undertaken a strategic review of its exposure in the partnership firm, Finton Homes. The accumulation of non-moving inventory and the resulting working capital pressures have prompted the Board, upon the recommendation of the Audit Committee, to consider the divestment of the Company’s stake in Finton as a commercially rational and financially prudent course of action. Despite the fact that the Company expects better future prospects post becoming a debt free entity and detailed more particularly in the foregoing paras, cautiously, the expected financial impact has been calculated basis the contribution made by respective subsidiary\undertaking for the respective item basis the average of the last three financial statements on consolidated basis.																

	a. Expected impact on turnover	(45.37%)
	b. Expected impact on net worth	(40.51%)
	c. Expected impact on net profits	(154.29%)




**Part C disclosure:**


**C5: Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate**

1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	None
2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?	No
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	A complete justification for the said exit of the Company as the Partner of Finton by divestment of entire 55% stake through Retirement from the Partnership Firm is provided in Point 6 of A5.

**Apart from the details placed before the Audit Committee in the prescribed format under Revised RPT Industry Standards, the minimum information to be provided to the shareholders for approval of Material RPTs is as follows:**

1.	Justification as to why the proposed transaction is in interest of listed entity	In view of prevailing business conditions and sector-specific liquidity constraints, the Company has undertaken a strategic review of its exposure in the partnership firm, Finton. The accumulation of non-moving inventory and the resulting working capital pressures have prompted the Board, upon the recommendation of the Audit Committee, to consider the divestment of the Company's stake in Finton as a commercially rational and financially prudent course of action. Complete justification has been provided in the foregoing paras of this Explanatory Statement.
2.	Basis of determination of price	Exit/ Divestment of entire 55% stake in the Partnership Firm vide retirement as a partner of Finton is being undertaken in following manner:  Basis the valuation report provided by <b>Mr. Nipan Bansal</b> , an IBBI Registered Valuer bearing Registration No. IBBI/RV/06/2019/12640 vide his report dated September 15, 2025 the Enterprise Value of Finton Homes ('Finton'), a partnership firm in which Company is a partner has been determined as Rs 13621 Lacs (approx.) as on July 15, 2025 ("the Valuation Date"). Accordingly,

		<p>the fair value of the stake of the Company as a Partner in Finton, basis the valuation report shall be INR 7491.55 Lacs considering the valuation of firm as on July 15, 2025 ('Cut Off date for valuation of firm').</p> <p>Based on the valuation of the Firm, the total consideration payable to the Retiring Partner basis the cut off date for valuation of firm as above, after making necessary adjustments including the excess of capital already withdrawn by the Retiring Partner, is INR 5222.29 Lacs, which shall be discharged by a sum of INR. 4800.72 Lacs in cash and balance amount shall be discharged by transferring the right, title and interest in the land and building located at Hampton Homes, Hampton Court Business Park, NH-95, Mudian Khurd, Ludhiana Chandigarh Road, Ludhiana, admeasuring 0.25 acres, which has been fair-valued at Rs. 421.57 Lacs as per the independent valuation report provided by the valuer of the immovable property. Post seeking approval of the members a “<b>Retirement Deed cum addendum</b>” shall be entered into between the Company (“<b>the Retiring Partner</b>”) and Mr. Hemant Sood and Mr. Chander Shekar, both collectively referred as “<b>the Remaining Partner(s)</b>” for reconstitution of Finton.</p> <p>The valuation of the land &amp; building to be acquired as part consideration towards proposed divestment of the stake in Finton has been done by an independent valuer of immovable property namely <b>Mr. Daljit Raheja</b> bearing registration No Registration No CC/PTA / Tech-II/Valuer/ 90-91/92/65 Dt 21-2-91 and duly registered with Insolvency Bankruptcy Board vide Registration No. IBBI/RV/10/2019/12487, whose valuation report is already forming part of the valuation undertaken while determining the enterprise value of the firm.</p> <p>The basis of determination of price is the Valuation reports as detailed in the foregoing paras.</p>				
3.	Other material terms and conditions of RPT	All relevant and material terms and conditions have already been disclosed above.				
4.	Web- Link and QR code of the Valuation Report	<p><b>Enterprise Valuation Report:</b></p> <table border="1" data-bbox="722 1354 1442 1753"> <thead> <tr> <th data-bbox="722 1354 1133 1417">Web-link</th> <th data-bbox="1133 1354 1442 1417">QR Code</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 1417 1133 1753"> <a href="https://hamptonsky.in/wp-content/uploads/2025/11/Valuation-Report-Finton-Homes-Nippan-Bansal.pdf">https://hamptonsky.in/wp-content/uploads/2025/11/Valuation-Report-Finton-Homes-Nippan-Bansal.pdf</a> </td> <td data-bbox="1133 1417 1442 1753">  </td> </tr> </tbody> </table> <p><b>Land &amp; building Valuation Report</b></p>	Web-link	QR Code	<a href="https://hamptonsky.in/wp-content/uploads/2025/11/Valuation-Report-Finton-Homes-Nippan-Bansal.pdf">https://hamptonsky.in/wp-content/uploads/2025/11/Valuation-Report-Finton-Homes-Nippan-Bansal.pdf</a>	
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		<a href="https://hamptonsky.in/wp-content/uploads/2025/11/Finton-Homes-Valuation-Report-Daljit-Raheja.pdf">https://hamptonsky.in/wp-content/uploads/2025/11/Finton-Homes-Valuation-Report-Daljit-Raheja.pdf</a>	
<p><b>It is hereby informed that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.</b></p>			
<p><b>The proposed material related party transaction has been duly approved by the Audit Committee in its meeting held on Friday, November 14, 2025 , and the Board of Directors hereby recommends the same for the approval of the shareholders.</b></p>			

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interests of the Company and hence, the Board recommends Item No. 3 for your approval by way of an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are interested or concerned in the said resolution except to the extent of their respective shareholding in the Company, if any.

**By Order of the Board of Directors**  
**For Hampton Sky Realty Limited**  
*(Formerly known as Ritesh Properties and Industries Limited)*

**Sd/-**  
Kavya Arora  
Managing Director  
DIN: 02794500

**Place:** Gurgaon  
**Date:** 14.11.2025  
**Registered Office:**  
205, Second Floor, Kirti Mahal, Rajendra Place,  
New Delhi, Delhi, 110008