

Landmark Property Development Company Limited

**Regd. Office - 11th Floor, Narain Manzil,
23, Barakhamba Road, New Delhi- 110001**

CIN: L13100DL1976PLC188942

Phone No. 011-43621200, Fax No. 011-41501333

Email: info@landmarkproperty.in, Website: www.landmarkproperty.in

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Notice is hereby given that Extra-Ordinary General Meeting ("EGM") of the Members of the Company will be held on Thursday, 12th March, 2026 at 11.30 A.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following business:

SPECIAL BUSINESS

1. Approval for Material Related Party Transaction with Eterna Living Private Limited (formerly Ansal Landmark (Karnal) Township Private Limited)

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for cancellation of the balance space booking arrangement and for refund of the outstanding space booking advance amounting to Rs. 35,26,15,047/- (Rupees Thirty-Five Crore Twenty-Six Lakh Fifteen Thousand Forty-Seven only) from Eterna Living Private Limited (formerly Ansal Landmark (Karnal) Township Private Limited), a related party.

RESOLVED FURTHER THAT the refund shall be effected **within such period as may be finalised by the Board of Directors of the Company, but not exceeding six (6) months from the date of execution of the definitive refund and settlement agreement,** to be entered into after receipt of this approval, on such terms and conditions as may be finalised by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to negotiate, finalise, execute and deliver the definitive refund and settlement agreement and such other documents as may be necessary or expedient, including provisions relating to safeguards or security, and to do

all such acts, deeds and things as may be necessary to give effect to this resolution."

**By order of the Board
For Landmark Property Development Company Limited**

**Place: New Delhi
Date: 17-02-2026**

**Ankit Bhatia
Company Secretary**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts relating to Special Business to be transacted at the Extra-ordinary general meeting is annexed hereto.

2. GENERAL INSTRUCTION FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OVAM) FACILITY:

A. I) The Ministry of Corporate Affairs ("MCA") vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 03/2025 dated September 22, 2025 ("MCA Circulars") and Securities Exchange Board of India ("SEBI") vide Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and other circulars issued by SEBI ("SEBI Circulars"), permitted Companies to hold their EGM through VC/OAVM without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, SEBI Circulars, the relevant provisions of the Companies Act, 2013, ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company situated at 11th Floor, Narain Manzil, 23, Barakhamba Road, New Delhi-110001. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participating in the Meeting through VC/OAVM is annexed herewith (Refer Annexure-1 to Notice of Meeting).

II) VC/OAVM – Major Guidelines:

a) Members are requested to join the EGM through VC/OAVM mode by 11.15 a.m. (IST) by following the procedures mentioned later in these Notes (Refer Annexure-1 to Notice of Meeting).

Facility for joining the VC/OAVM shall be kept open for the Members from 11.00 a.m. (IST) and may be closed at 11:45 a.m. (IST) or thereafter. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory & Secretarial Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

b) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at info@landmarkproperty.in latest by 4 p.m. (IST) on Monday, 9th March, 2026.

Such questions by the Members shall be taken up during the meeting or replied within 7 days from EGM date by the Company suitably.

c) Shareholders who will participate in the EGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or replied within 7 days from EGM date by the Company suitably.

B. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this

EGM. However, in pursuance of Section 113 of the Act, the Body Corporates are entitled to appoint their authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting during the EGM of the Company.

- C. Since the EGM will be held through VC / OAVM facility, the Route Map is not annexed to this Notice.
- D. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e - Voting, for participation in the EGM through VC/ OAVM facility and e-voting during the EGM.
- E. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- F. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations, Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and the Circulars issued by the Ministry of Corporate Affairs on 8th April, 2020, 13th April, 2020, 5th May, 2020 and September 22, 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.
- G. The EGM of the Company shall be convened through VC/OAVM in compliance with applicable provisions of the Act read with all applicable MCA Circulars.

3. REMOTE E-VOTING:

The business set out in the Notice will be transacted through remote electronic voting system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to E-voting are

given in the Notice under Annexure-1 to Notice of Meeting.

4. DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:

In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, February 13, 2026. Members may note that Notice has been uploaded on the website of the Company at www.landmarkproperty.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).

5. CUT-OFF DATE FOR REMOTE E-VOTING AND VOTING AT THE EGM - CLOSURE OF REGISTER OF SHAREHOLDERS:

The Register of Members and Share Transfer Books of the Company shall remain closed from the 6th day of March, 2026 to 13th day of March, 2026 (both days inclusive).

The cut-off date for determining the members who are entitled to vote either through remote e- voting or through ballot paper at the Extra-ordinary general meeting is 5th March, 2026. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall only be entitled to vote through remote e-voting / voting at the E-EGM.

The voting right of the Members shall be in proportion to their shares of the paid up share capital of the Company as on the cut-off date i.e. 5th March, 2026.

Annexure-1 to the Notice of Meeting

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

The remote e-voting period begins on March 9, 2026 at 09:00 A.M. and ends on March 11, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. March 5, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being March 5, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On

the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under **'Shareholder/Member'** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able

	to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on

the icon "Login" which is available under 'Shareholder/Member' section.

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

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial

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

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

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

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

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.rahuldhupar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA's email address - rta@cbmsl.com with a copy to info@landmarkproperty.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the RTA's email address - rta@cbmsl.com with a copy to info@landmarkproperty.in. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members

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

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@landmarkproperty.in. The same will be replied by the company suitably.
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote in the EGM of the Company through VC/OAVM Facility.

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

Item No. 1

The following Explanatory Statement sets out all material facts relating to the Ordinary Resolution proposed at Item No. 1 of the accompanying Notice.

Background

The Company had, pursuant to an Agreement dated **16 May 2013** read with addenda dated **30 April 2018, 25 March 2021** and **29 March 2024**, paid space booking advances aggregating to **Rs. 49,93,74,839/-** to **Eterna Living Private Limited (formerly known as Ansal Landmark (Karnal) Township Private Limited) ("ELPL")** for allotment of flats and plots in its projects at Karnal.

Against the aforesaid advances, certain flats, developed plots and other properties aggregating to **Rs. 14,67,59,792/-** have been allotted and adjusted from time to time. After giving effect to all such allotments and adjustments, an amount of **Rs. 35,26,15,047/- (Rupees Thirty-Five Crore Twenty-Six Lakh Fifteen Thousand Forty-Seven only)** remains outstanding as space booking advance.

Reason for Proposed Refund

ELPL has informed the Company about the current status of the project, including expiry of certain licences and approvals, pending renewals, and regulatory constraints impacting the allotment of properties. The time period for allotment had been extended from time to time and, as per the last extension dated **29 March 2024**, allotment was contemplated on or before **31 March 2027**.

In view of the substantial time elapsed, continuing regulatory and project-related uncertainties, and the financial position of ELPL, the Board of Directors of the Company, based on the recommendation of the Audit Committee and subject to approval of shareholders, considered it prudent to **cancel the balance space booking arrangement and seek refund of the outstanding advance**, instead of continuing with the existing arrangement for allotment of properties.

Non-binding Term Sheet

Considering the uncertainty regarding the ability and timelines for refund, the Company has entered into a **non-binding and conditional term sheet** with ELPL, solely to record indicative commercial understanding in relation to the proposed refund.

The term sheet:

- does not create any legally binding obligation on either party;
- is expressly subject to receipt of shareholders' approval and execution of definitive documentation; and
- is intended only to provide comfort on feasibility, indicative timelines and broad commercial understanding.

Proposed Transaction

Subject to receipt of shareholders' approval and execution of a definitive refund and settlement agreement, it is proposed that:

- **Refund Amount:** Rs. 35,26,15,047/- (Rupees Thirty-Five Crore Twenty-Six Lakh Fifteen Thousand Forty-Seven only)
- **Mode of Settlement:** Cancellation of the balance obligation to allot properties and refund of the outstanding advance.
- **Timeline:** The Company anticipates refund shall be completed **within a period of three (3) months from the date of execution of the definitive refund and settlement agreement.** However, in order to provide operational flexibility and to avoid the need for fresh shareholder approval in the event of procedural, regulatory or implementation-related delays, shareholders' approval is being sought for an **outer period not exceeding six (6) months** from the date of execution of the definitive agreement.
- Salient Terms of the Proposed Transaction:

Particulars	Details
Name of Related Party	Eterna Living Private Limited (formerly known as Ansal Landmark (Karnal) Township Private Limited)
Nature of Relationship	Related Party under Section 2(76) and SEBI (LODR) Regulations
Nature of Transaction	Cancellation of balance space booking arrangement and refund of advance
Monetary Value	Rs. 35,26,15,047/-
Timeline	Expected within 3 months; outer limit not exceeding 6 months
Mode	Refund by bank transfer
Safeguards	Provision for security in case of delay

Related Party Transaction

ELPL is a **related party** of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being an entity having common Director.

The proposed refund constitutes a **material related party transaction** and therefore requires prior approval of the shareholders of the Company in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR.

All related parties shall abstain from voting on the resolution, as required under applicable law.

Interest of Directors / Key Managerial Personnel

Sh. Gaurav Dalmia, managing director, is related to ELPL by virtue of common directorship and shareholding.

Save as aforesaid and except to the extent of their shareholding in the Company, if any, none of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Board Recommendation

The Audit Committee has reviewed the proposed transaction, including commercial justification, feasibility of recovery and adequacy of safeguards, and has recommended the same to the Board.

The Board of Directors, based on the recommendation of the Audit Committee, is of the opinion that the proposed transaction is in the **best interest of the Company and its shareholders** and recommends the resolution for approval.