



Pansari Developers Limited

CIN: L72200WB1996PLC079438

Registered office: 14, N.S. Road , 4th Floor, Kolkata-700001

Tel: 033-40050500/01; E-mail: cs@pansaridevelopers.com;

Website: www.pansaridevelopers.com

Notice of 29th Annual General Meeting of Pansari Developers Limited

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 29th Annual General Meeting of the Members of the Company will be held at the registered office of the Company situated at 14, N.S. Road, 4th Floor, Kolkata – 700001 on Tuesday, the 23rd day of September 2025, at 1.00 P.M. to transact with or without modification(s) the following businesses:-

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT:

The Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. RE-APPOINTMENT OF MS. SHREYA AGARWAL AS DIRECTOR

To appoint a Director in place of **Ms. Shreya Agarwal** (DIN: 09325927), who retires by rotation and being eligible, offers herself for re-appointment.

3. RE-APPOINTMENT OF STATUTORY AUDITOR

To re-appoint M/s. Garv & Associates, (Firm Registration No. 301094E), Chartered Accountants, as Statutory Auditors of the Company for a period of one year and to fix their remuneration.

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company **M/s. Garv & Associates, Chartered Accountants (Firm Registration No. 301094E)** be and are hereby re-appointed as the Statutory Auditors of the Company for a further period of 1 (One) year to hold office from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting to be held in the year 2026 at a remuneration to be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. TO INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time in one or more tranches as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding a sum of Rs.500 crores (Rupees Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.

FURTHER RESOLVED THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

5. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S)

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

“RESOLVED THAT pursuant to the provisions of Regulation 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof (Applicable Laws) and the 'Related Party Transaction Policy' of the Company, as may be applicable from time to time, and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board which term shall be deemed to include any duly authorized Committee constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) pertaining to Inter Corporate Deposits (ICDs) / Loans / Advances to be taken and/or given – from and/or to the below mentioned Related Parties, details whereof in relation to the transactions are more particularly set out in the explanatory statement annexed to the notice convening this meeting, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) outstanding at any point of time for each party as mentioned below, and not exceeding Rs. 1,000 Crores (Rupees One Thousand Crores only) outstanding at any point of time with M/s. Paceman Sales Promotion Pvt. Ltd., in a financial year, as specified below, provided, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and are in the ordinary course of business of the Company:

SL No.	Name of the Related Party	Nature of Transaction	Maximum Amount Outstanding at any point of time. (INR in Crores)
1.	Sreyash Brewski Pvt Ltd	Providing and/or receiving of Inter Corporate Deposits / Loans / Advances (in one or more tranches)	500.00
2.	Paceman Sales Promotion Pvt Ltd		1000.00
3.	Utsav Vinimay Pvt Ltd		500.00
4.	Norfiox Vincom Pvt Ltd		500.00
5.	Purti Hotels & Resorts Pvt Ltd		500.00
6.	Acetylene Trexim Pvt Ltd		500.00
7.	Pansari Vegetable & Oils Pvt Ltd		500.00
8.	Capetown Trade Link Pvt Ltd		500.00
9.	Metro City Vanijya Pvt Ltd		500.00
10.	Nanu Tradecom Pvt Ltd		500.00
11.	Ganeshyam Traders Pvt Ltd		500.00
12.	Mintoo Garments Pvt Ltd		500.00
13.	Satyam Vanijya Pvt Ltd		500.00
14.	Purti Projects Pvt Ltd		500.00
15.	PurtiDelux Developers LLP		500.00
16.	Purti NPR Developers LLP		500.00
17.	Papllion Developers LLP		500.00
18.	Purti Nanu Creator LLP		500.00
19.	NPR Purti Conbuild LLP		500.00
20.	NPR Housing LLP		500.00
21.	Aarika Construction LLP		500.00
22.	Vara Housing Developers LLP		500.00
23.	Kimano Realty LLP		500.00
24.	Shreyash Green Limited		500.00

FURTHER RESOLVED THAT the Members of the Company do hereby approve and accord approval to the Board of Directors, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

FURTHER RESOLVED THAT the Members of the Company, do hereby also accord approval to the Board of Directors of the Company, to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorized by it, in accordance with Applicable Laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.”

6. APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **M/s. Prakash Shaw & Co. Practicing Company Secretaries, Kolkata (Firm Registration No. S2016WB387700 and Peer Review Certificate No. 3022/2023)**, be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years, commencing from the Financial Year 2025-26 till the financial year 2029-30, on such remuneration plus applicable taxes and actual out of pocket expenses as approved by the Board of Directors of the Company, from time to time in consultation with the Secretarial Auditor.

FURTHER RESOLVED THAT any of the Director, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For **PANSARI DEVELOPERS LIMITED**

Registered Office:
14, N.S. Road, 4th Floor
Kolkata-700 001
Dated: 12th August, 2025

Sd/-
Rajshree Somani
(Company Secretary & Compliance Officer)
(Membership No:- A61410)

NOTES:

1. Pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively, issued by the Ministry of Corporate Affairs (MCA), Government of India and Circular numbers SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM during the period up to September 30, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. 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., authorizing its representative to attend the AGM through VC/OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at cs@pansaridevelopers.com and to the Scrutinizer at csprakashshaw@gmail.com by email through registered email address with a copy marked to helpdesk. evoting@nsdl.co.in latest by 5.00 P.M. on 22nd September, 2025.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 29th AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.pansaridevelopers.com and on the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com, and on the website of National Depository Services (India) Limited at <https://eservices.nsdl.com>.
6. Register of Members and Transfer Books of the Equity Shares of the Company will remain closed from 17th September, 2025 to 19th September, 2025 (both days inclusive).
7. A route map giving directions to reach the venue of the 29th Annual General Meeting is enclosed for the convenience of the Members.
8. The Notice of 29th Annual General Meeting and the Annual Report 2024-25 of the Company, circulated to the members of the Company, will be made available on the Company's website at www.pansaridevelopers.com.
9. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in

which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members.

10. Members attending the Annual General Meeting are requested to bring with them the following:
 - (a) DP & Client ID Numbers or Folio Numbers
 - (b) Attendance Slip and
 - (c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.
11. (a) Members who are holding Shares in identical order of names in more than one Folio is requested to apply to the Company or its RTA along with the relevant Share Certificate for consolidation of such folios in one folio.

(b) Members are also requested to notify change in address, if any, immediately to the Company at its Registered Office or its RTA by quoting their Registered Folio Number(s) in respect of their physical shares and to their Depository Participants in respect of their electronic share account.

(c) As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents ("RTA"), Link Intime India Private Limited for assistance in this regard.
12. The Members holding shares of the Company in physical form are requested for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 & SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. The formats are also available on the website of the Company.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificates; Endorsement; Sub-division/splitting of securities certificates; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
14. Members are again requested to submit their PAN, KYC and nomination details immediately.

15. Copies of Annual Report for 2024-25 are being sent to all the Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same.
16. All the documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company on all working days between 10:00 A.M. to 1:00 P.M.
17. The Company has appointed Mr. Prakash Kumar Shaw, Practicing Company Secretary (Membership No. 32895 and CP No. 16239) as Scrutinizer for conducting the e-voting process in fair and transparent manner. Copy of the notice (Annual Report) has been placed on the website of the Company viz. www.pansaridevelopers.com and on website of MUFG Intime India Pvt. Ltd. The result of voting will be announced by the Chairman of the Meeting on or after the 29th Annual General Meeting to be held on Tuesday, 23rd September, 2025. The result of the voting will be communicated to the Stock Exchange and will be placed on the website of the Company at www.pansaridevelopers.com.
18. The Business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given below.

Remote E-Voting Instructions For Shareholders

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility
Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.

- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/Easiest facility

Shareholders who have registered/ opted for CDSL Easi/Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi user name and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Insta Vote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode/ Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in NSDL form, shall provide ‘D’ above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ❖ Set the password of your choice
(The password should contain minimum 8 characters, at least one special Character(!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on Insta Vote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on **“Login”** under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
 - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **“Sign Up”** under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2– Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:

A. 'Investor ID' –

- i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID
i.e., IN00000012345678
- ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity).The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Votes Entry**" tab under the Menu section.
- c) Enter the "**Event No.**" for which you want to cast vote.
Event No. can be viewed on the home page of Insta Vote under "On-going Events".
- d) Enter "**16-digit Demat Account No.**" for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "**View**" icon for "**Company's Name / Event number**".
- d) E-voting page will appear.
- e) Download sample vote file from "**Download Sample Vote File**" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "**Upload Vote File**" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 22 55 33

Forgot Password:**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

By Order of the Board
For **PANSARI DEVELOPERS LIMITED**

Registered Office:
14, N.S. Road, 4th Floor
Kolkata-700 001
Dated: 12th August, 2025

Sd/-
Rajshree Somani
(Company Secretary & Compliance Officer)
(Membership No:- A61410)

Information of the Director offering herself for appointment / re-appointment, pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Ms. Shreya Agarwal (DIN: 09325927)
Date of Birth	22 nd December, 1998
Qualification	B.Com and MBA in (Luxury Brand Management)
Expertise in specific functional areas	Her strong marketing acumen has been instrumental in driving sales growth and delivering substantial gains in the Company's profitability.
Brief Profile	Ms. Shreya Agarwal holds a B.Com degree and an MBA in Luxury Brand Management, bringing strong expertise in branding, premium customer experience, and strategic marketing. Her knowledge of luxury markets and consumer behavior enable the company to explore niche segments and enhance its brand positioning. Her innovative and customer-centric approach contributes significantly to the company's growth, differentiation, and market expansion strategies. As a Director, she brings youthful energy, fresh perspectives, and global insights that drive innovation and elevate the company's competitive edge in both existing and emerging markets.
Listed entities in which the Director also holds directorship and membership of Committees of board of such entities	<u>Director:</u> Pansari Developers Limited
Relationships between directors <i>inter-se</i>	Relative of Mr. Mahesh Kumar Agarwal, Managing Director of the Company.
Shareholding in the Company	NIL.

By Order of the Board
For **PANSARI DEVELOPERS LIMITED**

Registered Office:
14, N.S. Road, 4th Floor
Kolkata-700 001
(Membership No:- A61410)

Sd/-
Rajshree Somani
(Company Secretary & Compliance Officer)

Dated: 12th August, 2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Item no. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loan, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.500 Crores (Rupees Five Hundred Crores only), as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution for approval by the members of the Company as Special Resolution.4

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

Item no.5

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transaction involving a transfer of resources, services or obligations between a listed entity and a related party of the listed entity will be considered as “related party transaction”. And if the transaction to be entered into individually or taken together with previous transactions during a Financial Year, exceeds Rs. 500 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, such transaction shall be treated as “material related party transaction”, and shall require shareholders’ approval. The annual consolidated turnover of the Company for the financial year 2024-25 is INR 44.84 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding 4.49 Crores (being 10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, approval of the Members will be required for the same.

The Company may be required to enter into transactions, as stated in the resolution at Item No. 5, with Related Parties mentioned in the said resolution. It is therefore proposed to obtain the prior approval of its members for entering into arrangements/transactions/ contracts with its related parties from time to time.

The Audit Committee and Board have approved the Related Party Transactions at their meetings held on 12th August, 2025 and thereby recommended to the members, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm’s length basis and are in accordance with Related Party Transaction Policy of the Company. Relevant information pursuant to the SEBI Master Circular dated 11th November, 2024 for compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Sr.No.	Particulars	Details
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<u>Name of the Related Parties</u> <u>Relationship :Entities forming part of the same Group andhaving common control:</u> 1. Sreyash Brewski Pvt Ltd 2. Paceman Sales Promotion Pvt Ltd 3. Pansari Vegetable & Oils Pvt Ltd 4. Utsav Vinimay Pvt Ltd 5. NorfioxVincom Pvt Ltd 6. Purti Hotels & Resorts Pvt Ltd 7. Acetylene Trexim Pvt Ltd 8. Capetown Trade Link Pvt Ltd 9. Metro City Vanijya Pvt Ltd 10. Nanu Tradecom Pvt Ltd 11. Ganeshyam Traders Pvt Ltd 12. Mintoo Garments Pvt Ltd 13. Satyam Vanijya Pvt Ltd 14. Purti Projects Pvt Ltd 15. PurtiDelux Developers LLP 16. Purti NPR Developers LLP 17. Papllion Developers LLP 18. Purti Nanu Creator LLP 19. NPR Purti Conbuild LLP 20. NPR Housing LLP 21. Aarika Construction LLP 22. Vara Housing Developers LLP 23. Kiwano Realty LLP 24. Shreyash Green Limited <u>Nature of concern/ interest-</u> Financial
b.	Type, material terms and particulars of the proposed transaction;	Inter Corporate Deposit (ICD) / Loan / Advance to be given / taken by the Company to related parties for an individual limit of Rs. 500 Crores for each party as mentioned in Point (a) above other than M/s. Paceman Sales Promotion Pvt Ltd for which the limit is Rs. 1000 Crores, outstanding at any point of time.
c.	Tenure of the proposed transaction (particular tenure shall be specified);	As may be mutually agreed uponand to be decided by the Board of Directors of the Company as per the financial requirement.
d.	Value of the proposed transaction;	Rs. 500 Crores for each related party as mentioned in Point (a) above other than M/s. Paceman Sales Promotion Pvt Ltd for which the value is Rs. 1,000 Crores,
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The estimated value of the proposed transaction, as stated in Clause (d) above, represents approximately 1,115.08% of the Company's Annual Consolidated Turnover for FY 2024–25 for each related party as mentioned in Point (a) above other than M/s. Paceman Sales Promotion Pvt. Ltd. for which the percentage stands approximately at 2,230.15% "

	(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	
f.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	i. details of the source of funds in connection with the proposed transaction; If the Company provides unsecured loans or advances to any such party, it shall provide only from its own available and ideal fund. ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, Nil iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and To give / take unsecured loans / advances at prevailing rate of interest for a shorter period of time which shall be repayable on demand. iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. To fulfill the requirement of working capital at any point of time and to meet expenditure, if any, of an urgent necessity and as a measure of achieving greater financial flexibility in order to enable optimal financial structuring.
g.	Justification as to why the RPT is in the interest of the listed entity;	As detailed above.
h.	A copy of the valuation or other external party report, if any such report has been relied upon;	N.A.
i.	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;;	N.A.

j.	Any other information that may be relevant.	Related Party Transaction shall be entered into on arm's length basis.
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Mr. Mahesh Kumar Agarwal, Managing Director of the Company is Director / Designated Partner in most of the above companies / LLP.

Except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned/interested, financially or otherwise in the above resolution, except to the extent of their shareholding/ common directorships, if any, in the Company and in any of the entities mentioned above.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said Material Related Parties Transactions and the Board of the Company has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 5 of the accompanying notice.

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 5 of the Notice, for the approval of the Members. Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking prior approval of Members remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed in fructuous and shall not be considered by the Company during the financial year ending 2025- 26.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no Related Party/ies shall vote to approve the Ordinary Resolution at No. 5 of the Notice.

Item no. 6

In accordance with Section 204 of the Companies Act 2013, read with the rules framed there under, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 12th August, 2025 subject to the approval of the Members of the Company, approved appointment of M/s. Prakash Shaw & Co. Company Secretaries, Kolkata (Firm Registration No. S2016WB387700) and Peer Review Certificate No. 3022/2023) as the Secretarial Auditors of the Company, for a term of 5 (Five) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 till 2029-30.

M/s. Prakash Shaw & Co., Practicing Company Secretaries is a peer reviewed firm with vast experience of in Corporate Laws, Secretarial Laws, SEBI, Taxation and Other Laws. The Board believes that his experience of conducting Secretarial Audit and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements, as applicable.

M/s. Prakash Shaw & Co., Practicing Company Secretaries, has consented to the said appointment and confirmed that they are Peer Reviewed Company Secretaries. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in

terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 6 of the Notice, for the approval of the Members. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

By Order of the Board
For **PANSARI DEVELOPERS LIMITED**

Registered Office:
14, N.S. Road, 4th Floor
Kolkata-700 001

Sd/-
Rajshree Somani
(Company Secretary & Compliance Officer)
(Membership No:- A61410)

Dated: 12th August, 2025

PANSARI DEVELOPERS LIMITED
CIN: L72200WB1996PLC079438
Regd. Office: 14, N.S Road 4th Floor Kolkata-700001
Tel.No: (033)4005-0500
Website: www.Pansaridevelopers.com

ADMISSION SLIP

To be handed over at the entrance of the Meeting Hall

Member Folio Number/ DPID & Client ID	Name of the attending Member (IN BLOCK LETTERS)	No of Shares held
Name of the Proxy*: (IN BLOCK LETTERS)		

(* to be filled if the proxy attends instead of the member)

I/We hereby record my/our presence at the 29th Annual General Meeting of the Members of Pansari Developers Limited held at the Registered Office of the Company at 14, N.S Road 4th Floor Kolkata-700001, on Tuesday, 23rd September, 2025 at 1.00 P.M.

Member's / Proxy's signature

(To be signed at the time of handing over this slip)

Note: Please carry the copy of the Annual Report for 2024-25 at the Meeting Hall.

PANSARI DEVELOPERS LIMITED
CIN: L72200WB1996PLC079438
Regd. Office: 14, N.S Road 4th Floor Kolkata-700001
Tel. No: (033)4005-0500
Website: www.pansaridevelopers.com

PROXY FORM
Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):.....

Registered Address:

Email Id:

Folio No./Client ID/DP ID:

I/ We, being the holder(s) of..... shares of the above name, hereby appoint:

1. Name:..... Address:.....

Email Id: Signature:.....

2. Name: Address:

Email Id: Signature:.....

as my/our proxy to attend and vote on the Resolutions and in such manner as are indicated below:

Reso No.	Resolution	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2025 and the Reports of Directors' and Auditors' thereon.		
2.	To re-appoint Ms. Shreya Agarwal (DIN: 09325927) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.		
3	To re-appoint M/s. Garv & Associates, Chartered Accountants as statutory Auditors of the company for the FY 2025-26.		
	Special Business	For	Against
4	To consider the increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the companies act, 2013.		
5	To consider the approval for material related party transaction(s)		
6	To appointment M/s. Prakash Shaw & Co., Practicing Company Secretaries as secretarial auditor of the company for the FY 2025-26.		

Signed thisday of2025

Affix
revenue
stamp of
Rs. 1

Signature of shareholder
holder(s)

Signature of the proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the company, not less than 48 hours before the commencement of the Meeting.