



Ref No.: ADL/SE/25-26/48

Date: August 30, 2025

To,
The Manager
Corporate Relationship Department
BSE Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
BSE Scrip Code -544261

To,
The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East),
Mumbai - 400 051
NSE Symbol :ARKADE

Dear Sir/Madam,

Sub-: Intimation of Notice convening 39th Annual General meeting

In terms of the requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of the 39th Annual General Meeting of the Company for the Financial Year 2024-25, to be held on Wednesday 24th September, 2025 at 03:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means.

The said Notice also forms the part of the Annual Report for the Financial Year 2024-25, submitted to the stock exchanges vide letter dated 30th August, 2025.

You are requested to kindly take the above information on your records.

Thanking You,
For Arkade Developers Limited



Sheetal Solani
Company Secretary and Compliance Officer
Membership No. : A45964



NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of **Arkade Developers Limited** (Formerly Known as Arkade Developers Private Limited) will be held on **Wednesday, September 24, 2025 at 03.00 p.m.** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business. The deemed venue of the meeting shall be at the Registered Office of the Company at Arkade House, Opp. Bhoomi Arkade, near Children's Academy, A. S. Marg, Ashok Nagar, Kandivali (E), Mumbai- 400101.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.**

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

"RESOLVED THAT the audited annual standalone financial statements of the Company for the financial year ended March 31, 2025 along with the audited balance sheet as at March 31, 2025 along with the notes to accounts and cash flow statement for the financial year ended on that date together with the reports of the Board of Directors and Auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.**

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

"RESOLVED THAT the audited annual Consolidated financial statements of the Company for the financial year ended March 31, 2025 along with the audited balance sheet as at March 31, 2025 along with the notes to accounts and cash flow statement for the financial year ended on that date together with the reports of Auditors thereon as circulated to the shareholders, be and are hereby considered and adopted."

3. **To appoint a director in place of Mr. Amit Mangilal Jain (DIN: 00139764), who retires by rotation at this Annual General Meeting and being eligible offer himself for re-appointment.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amit Mangilal Jain (DIN: 00139764), who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Appointment of Secretarial Auditor for a period of five years**

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

"RESOLVED THAT, pursuant to the provision of Section 204(1) of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and are hereby accorded for appointment of M/s AVS and Associates, Company Secretaries (FRN: P2016MH54900) as the Secretarial Auditors of the Company, to hold office for a period of 5 consecutive years i.e., from Financial Year 2025-26 to 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors."

RESOLVED FURTHER THAT the Board of Directors be and are hereby 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."

5. **Ratification of remuneration of Cost Auditors for the Financial Year 2025-26**

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

RESOLVED THAT pursuant to provisions of section 148 of the Companies Act, 2013 read with Rule 6 of the Companies (Cost Record and Audit) Rules, 2014 and other applicable provisions, if any, the Company hereby ratifies the remuneration of Rs. 82,600/- (Rupees Eighty Two Thousand Six Hundred only) including tax, payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Reg. No.: 000240), who are appointed as the Cost Auditor for auditing the cost records of the company, by the Board of Directors of the Company on the recommendation(s) of the Audit Committee, for the financial year 2025-26.

RESOLVED FURTHER THAT Board of director and Key Managerial personnel of the company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary in their absolute discretion and file ROC forms, to give effect to the Resolution."

6. To amend 'Arkade Developers Employees Stock Option Plan 2025'

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debenture) Rules, 2014 and provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015, the approval of the board of directors of the Company ("Board") vide resolution dated May 13, 2025, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of Stock Exchanges where the shares of

the company are listed and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to approve the '**Arkade Developers Employees Stock Option Plan 2025 Amended**' (hereinafter referred to as the "**ARKADE DEVELOPERS ESOP 2025 Amended**") and to the Board (which in term shall be deemed to include any Committee constituted to exercise its powers, including the powers, conferred by this resolution), to increase the number of stock options from 40,000 to 2,40,000 options and to offer and grant upto 2,40,000 options, and to offer and grant upto 2,40,000 options, in one or more tranches, exercisable in aggregate into not more than 0.13% of the total post-issue capital as equity shares of the Company, with each such option being exercisable for one equity share of a face value of **Rs. 10/- (Rupees Ten only)** each fully paid-up on payment of the requisite exercise price to the Company, and all other terms and conditions would remain same as approved by shareholders via Postal ballot dated April 19, 2025 as **ARKADE DEVELOPERS ESOP 2025** and provisions of applicable law as may be prevailing at that time, the salient features of which are furnished in the Explanatory Statement to the Notice.

RESOLVED FURTHER THAT, any one of the Directors and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do necessary filings with the Ministry of Corporate Affairs and Stock Exchanges and to do all such acts, deeds and things and take all steps, action necessary to give effect to the said resolution"

By order of the Board

For Arkade Developers Limited
(Formerly known as Arkade Developers Pvt. Ltd.)

Date : May 13, 2025

Place : Mumbai

Sd/-

Sheetal Solani

Company Secretary & Compliance Officer
Mem No. : A45964

Reg Office: Arkade House, Next to
Children's Academy, A.S.Marg, Ashok Nagar
Kandivali (E), Mumbai 400 101, Maharashtra, India

Notes:

1. The Ministry of Corporate Affairs ("MCA") , vide its General Circular No. 20/2020 dated May 05, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 (MCA Circulars), has permitted to hold the AGM through VC/OAVM in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated May 05, 2020, upto September 30, 2025 and accordingly the Thirty Ninth AGM of the Company is being conducted through VC/OAVM. The deemed venue of the AGM shall be the registered office of the Company at Arkade House, Ashok Nagar, Kandivali East, Mumbai-400101.
2. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (the Listing Regulations), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM, since this AGM is being held through VC/OAVM and therefore requirement of Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this AGM notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 (the Act), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the Listing Regulations (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged services of Bigshare Services Private Limited for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Bigshare Services Private Limited viz. <https://ivote.bigshareonline.com>.
4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos 4, 5 & 6 set out above and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment
5. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to vijay.yadav@avsassociates.co.in and ivote@bigshareonline.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/ Authority Letter, by clicking on "Upload Board Resolution/Authority letter", etc. displayed under 'e-Voting' tab in their Login.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on the website of Bigshare Services Private Limited at <https://www.ivote.bigshareonline.com>.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote at the AGM.
10. Shareholders can raise their grievance through the following links to the Company's RTA, Bigshare:
 - a) Investor's Query: <https://www.bigshareonline.com/InvestorLogin.aspx>
 - b) iConnect: <https://iconnect.bigshareonline.com/Account/Login>
11. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ('NSDL') and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories')/ Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The

Notice of AGM and Annual Report 2024-25 are available on the Company's website at <https://arkade.in/annual-reports/> and may also be accessed from the relevant section of 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. The AGM Notice is also available on the website <https://ivote.bigshareonline.com>.

12. Also, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail IDs are not registered with Company/RTA/Depository Participants (DP) providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.
13. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection during the 39th AGM. Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at cs@arkade.in
14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.
15. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc. for the shares held in electronic form to their DPs.
17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/

OIAE_IAD1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>

18. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs.
19. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, demat account no., e-mail address and mobile no. at cs@arkade.in on or before Friday, September 19, 2025 (05.00 p.m.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
20. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. Relevancy of the question and the order of speakers will be decided by the Chairman.

21. Voting by Members

- a) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Wednesday, September 17, 2025 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote e-voting during the AGM.

The remote e-Voting period commences on Saturday, September 20, 2025 at 09.00 a.m. (IST) and ends on Tuesday, September 23, 2025 at 05.00 p.m. (IST). The remote e-Voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- b) The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

- c) The Board of Directors has appointed Mr. Vijay Yadav, having Membership No. FCS 11990, failing him, Mr. Shashank Ghaisas, having Membership No. FCS 11782, Partner at AVS & Associates, Practicing Company Secretaries, Mumbai (FRN: P2016MH54900) as Scrutiniser to scrutinise the remote e-voting and e-voting during the meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting and e-voting during the meeting shall be final.

22. The Instructions for Members for Remote E-Voting and Joining Virtual General Meeting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Entities", 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.

1. Pursuant to above said SEBI circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "LOGIN" button under the 'INVESTOR LOGIN' section to Login on E-Voting Platform.
- Please enter you 'USERID' (User id description is given below) and 'PASSWORD' which is shared separately on you register email id.
 - Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.

- Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
- Shareholders holding shares in physical form should enter Event No + Folio Number registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on I AM NOT A ROBOT (CAPTCHA) option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'Reset'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "IN FAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

1. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.

- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'CUSTODIAN LOGIN' tab and further Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on I AM NOT A ROBOT (CAPTCHA) option and click on 'RESET'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "DOCUMENTS" option on custodian portal.
 - Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).
 - Click on upload document "CHOOSE FILE" and upload power of attorney (POA) or board resolution for respective investor and click on "UPLOAD".
- Note:** The power of attorney (POA) or board resolution has to be named as the "InvestorID.pdf" (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "VOTE FILE UPLOAD" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.

- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **"UPLOAD"**. Confirmation message will be displayed on the screen and also you can check

the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

2. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under 'EVENTS' option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VC/OAVM"** link placed beside of **"VIDEOCONFERENCELINK"** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM/EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ANNEXURE TO THE NOTICE

Disclosure relating to Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:

Sr. No	Nature of Information	Item No. 3 of Notice
1	Name	Amit Mangilal Jain
2	Date of Birth / Age	19/05/1976; 49 years
3	Nationality	Indian
4	Designation	Chairman and Managing Director
5	Date of First Appointment on the Board	07/12/1995
6	Qualification	Bachelor of Science
7	Experience and Nature of expertise in specific functional area	Amit Mangilal Jain has over 30 years of experience in the real estate business, and he has sought to instil his core business values which are reflected in our operations. His experience and technical knowledge of the real estate sector helps our Company immensely
8	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
9	Shareholding in the Company (including as Beneficial Owner)	66.60%
10	No. of Board meetings attended during the year	Attended all 8 Board meeting held during the year
11	Directorship in other Companies	Nil
12	Chairmanship / Membership of Committee of Board of Directors of the Company	Chairman in Corporate Social Responsibility Committee and Member in Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Risk Management Committee
13	Chairmanship / Membership of Committee of Board of Directors of other Companies	Nil
14	Listed entities from which the person has resigned in past three years	Nil
15	Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid	Mr. Amit Mangilal Jain is liable to retire by rotation.
16	Remuneration last drawn, if any	Rs. 200.00 Lakhs
17	Skills and capabilities required for the role and manner in which the requirements are met with and Justification for the appointment	<p>The Nomination and Remuneration Committee has identified the following skills among others:</p> <ul style="list-style-type: none"> - Industry & sector experience or knowledge - Finance & General Management - Sales and Marketing <p>for the role of Director. Mr. Amit Mangilal Jain has the said skills and capabilities for the role of Managing Director of the Company.</p>

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

Item No. 4

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act. Furthermore, pursuant to

recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders approval to be obtained at the Annual General Meeting. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 13, 2025, has approved the appointment of M/s AVS & Associates, Company Secretaries, (Firm Registration No. P2016MH54900) as the Secretarial Auditors of the

Company for a period of five (5) consecutive years, from Financial Year 2025-26 to 2029-30, subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s AVS & Associates has confirmed that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a Peer Review Number: 1451/2021. M/s AVS & Associates has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. AVS & Associates has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies.

M/s. AVS & Associates is a peer-reviewed firm of Practicing Company Secretaries based in Navi Mumbai since 2016 and registered with the Institute of Company Secretaries of India with Firm Registration Number: P2016MH54900 and Peer Review Number: 1451/2021. AVS is renowned for its expertise in conducting Secretarial Audits, Compliance Management, Preferential Issue, ESOP Implementation, IBC Matters, Postal Ballot, RBI Matters, Corporate Governance and many more services under the Companies Act and SEBI Laws.

The terms and conditions of the appointment of M/s AVS & Associates include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration as may be mutually agreed between the Board and the Secretarial Auditors. M/s AVS & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders, by way of Ordinary Resolution, is sought for appointment of M/s AVS & Associates as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to audit its cost accounts relating to such products manufactured by the Company covered under the Central Excise Tariff Act, 1985, as prescribed under Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 13, 2025, approved the appointment of M/s Joshi Apte & Associates Cost Accountants (Firm Registration No. 000240) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products, for FY 2025-26 at a remuneration of Rs. 82,600/- (Rupees Eighty Two Thousand Six Hundred Only) including taxes, out-of-pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 5 of the accompanying Notice. M/s Joshi Apte & Associates have furnished a certificate dated May 03, 2025 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit. The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6

In the present competitive economic environment in the country and in the long-term interests of the Company and its shareholders, it is necessary that the Company adopts suitable measures for attracting and retaining qualified, talented and competent personnel.

An employee stock option scheme, designed to foster a sense of ownership and belonging amongst personnel, is a well-accepted approach to this end. It is, therefore, appropriate to consider an Employee Stock Option Scheme for the employees of the Company and subsidiary company(ies).

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), no company is permitted to make any fresh grant which involves allotment or transfer of shares to its employees under an employee stock option plan and its schemes formulated prior to listing of its shares unless such scheme is in conformity with the SEBI SBEB Regulations and is ratified by its members after the listing of the shares of the Company.

As the Company has approved ESOP Scheme of 40,000 options prior to listing and therefor it was necessary to be ratified by the members after the listing of the shares of the Company. Approval of the Members for Arkade Developers Employees Stock Option Plan (ESOP) 2025 and to offer and grant up to 40,000 stock options was obtained through Postal ballot on April 19, 2025. The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on May 13, 2025, has proposed to increase the number of option from 40,000 option to 2,40,000 options and to offer and grant upto 2,40,000 options, in one or more tranches, exercisable in aggregate into not more than 0.13% of the total post-issue capital as equity shares of the Company, to eligible employees, and that the other terms and conditions of ESOP scheme shall remain unchanged and the amended scheme shall be known as 'Arkade Developers Employee Stock Option Plan 2025 Amended' (hereinafter referred to as 'Arkade Developers ESOP 2025 Amended').

Disclosure/main features of "Arkade Developers ESOP 2025 Amended" pursuant to the Companies Act, 2013 and the SEBI SBEB Regulations are as under:

a) **Brief description of the Scheme: The Scheme shall be called as "Arkade Developers ESOP 2025 Amended."**

The Scheme contemplates increase in grant of Stock Options from 40,000 to 2,40,000 options to the employees (which includes eligible Directors) of the Company and those of the subsidiary(ies) of the Company (present and future, if any).

b) **Total number of stock options to be offered and granted :** The total number of stocks granted under the Plan shall not exceed 2,40,000 (Two lakh Forty Thousand only) Shares of the Company, unless otherwise determined by the Board/ Committee.

c) **Identification of classes of Employees entitled to participate in the Scheme:** As decided by the management on a case-by-case basis, eligibility will be determined by their qualifications or past performance, contribution to the company's growth, and the criticality of the position held within the company.

d) **Requirements of vesting and period of vesting:** The options granted to eligible employee shall vest within the vesting period in the manner as set forth in the Letter of Grant. The minimum vesting period shall be 1 year from the date of grant. The maximum vesting period under the Plan should not exceed 5 years from the date of grant.

e) **Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested:** All the options granted on any date shall vest not later than 5 (five) years from the date of grant of options subject to conditions, if any, mentioned in the Letter of Grant.

f) **Exercise price:** means the price payable by an Option Grantee in order to Exercise the Options granted to him in pursuance of the **ARKADE DEVELOPERS ESOP 2025 Amended**. The Exercise Price per Option shall be determined by the Board which shall not be lesser than the face value of the Share as on date of Grant of such Option. The specific Exercise Price shall be intimated to the Option Grantee in the Grant Letter at the time of Grant.

g) **Exercise period and the process of exercise:** The Exercise Period shall be 1 (One) years from the date of respective vesting of options.

The employee can exercise options at any time after the vesting date either in full or in tranches by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the Board/ Committee, from time to time.

h) **The appraisal process for determining the eligibility of the Employees for the Scheme:** Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Board/Committee at its sole discretion, from time to time.

i) **Maximum number of options to be offered per Employee and in aggregate under the Scheme:** The maximum number of Options under ARKADE DEVELOPERS ESOP 2025 Amended that may be granted to any identified Employee in any year shall in aggregate not exceed 0.13% of the issued equity share capital (excluding outstanding warrants and conversions, if any) of the Company at the time of grant of Option.

j) **Maximum quantum of benefits to be provided per Employee under the Scheme:** The maximum quantum of benefits underlying the options issued to an employee shall be equal to the difference between the option exercise price and the market price of the shares on the exercise date, as stated under (h) read with (b) above.

k) **Whether the Scheme is to be implemented and administered directly by the Company or through a trust:** The ESOP 2025 Amended is to be implemented and administered directly by the Company, through the Board/ Committee.

l) **Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:** The ESOP 2025 Amended involves only new issue of shares by the Company.

m) **The amount of loan to be provided for implementation of the Scheme(s) by the Company to the Trust, its tenure, utilization, repayment terms, etc.:** Not Applicable, as ESOP 2025 Amended is proposed to be implemented directly by the Company.

n) **Maximum percentage of secondary acquisition that can be made by the Trust for the purpose of the Scheme:** Not Applicable, as ESOP 2025 Amended involves only new issue of shares by the Company.

o) **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:** The Company shall comply with the disclosures and accounting policies prescribed in SEBI SBEB Regulations and any other authorities as applicable, from time to time.

p) **The method which the company shall use to value its options:**

The Company shall use fair value method for valuation of the options as prescribed under the Indian

Accounting Standards, as applicable and notified by appropriate authorities from time to time.

- q) **Declaration (if applicable):** Not Applicable
- r) **Period of lock-in:** The Shares issued upon Exercise of Vested Options shall be freely transferable and shall not be subject to any lock-in period restriction after such Exercise.

Provided that the transferability of the Equity Shares shall be subject to the restriction for such period in terms of the SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of the Company's Code of Conduct for Prevention of Insider Trading.

- s) **Terms & conditions for buyback, if any, of specified securities covered under these regulations:** The Board/ Committee shall be entitled to formulate the detailed terms and conditions of the ESOP 2025 Amended from time to time in relation to the procedure for buy-back of specified securities under the SEBI SBEB Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- (i) Permissible sources of financing for buy-back;
- (ii) Any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

- (iii) Limits upon quantum of specified securities that the Company may buy-back in a financial year.

As per the provisions of Regulation 6(1) of the SEBI SBEB Regulations, every share-based incentive scheme is required to be approved by the Members of a Company by way of a Special Resolution. In addition, as per the provisions of Section 62(1)(b) of the Act and the rules made thereunder, consent of the Members by way of a Special Resolution is required for increase in number of options under employee stock option schemes.

The Board recommends the above resolution as given in Item no. 6 for your approval as **Special Resolution**.

The draft Scheme will be available for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect the draft Scheme can send an e-mail to cs@arkade.in.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of grant of options that may be made to them, if any, under the implementation of the Scheme.

By order of the Board
For Arkade Developers Limited
(Formerly known as Arkade Developers Pvt. Ltd.)

Date : May 13, 2025
Place : Mumbai

Sd/-
Sheetal Solani
Company Secretary & Compliance Officer
Mem No. : A45964

Reg Office: Arkade House, Next to,
Children's Academy, A.S.Marg, Ashok Nagar
Kandivali (E), Mumbai 400 101, Maharashtra, India