

PURAVANKARA

PURAVANKARA LIMITED

(CIN: L45200KA1986PLC051571)

Registered Office: No. 130/1, Ulsoor Road, Bangalore - 560 042

Tel: 080 2559 9000/4343999

Email: info@puravankara.com Website: www.puravankara.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Saturday, 15 th June, 2024 at 9:00 a.m. (IST)	Sunday, 14 th July, 2024 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the 'MCA Circulars') and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special businesses as set out hereunder by passing the requisite Resolutions, through postal ballot ("Postal Ballot") only by way of voting by electronic means ("remote e-voting").

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the appended resolutions forms part of this Postal Ballot Notice ('Notice').

In terms of the requirements specified in the MCA Circulars, Puravankara Limited ('Company') is sending this Notice only through electronic mode to those members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, 7th June, 2024 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/Depositories. In compliance of Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the members will take place through the remote e-voting system only.

In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company has provided e-voting facility to its members to

cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note no. 16 of this Notice. The Company has engaged the National Securities Depository Limited ("NSDL") for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of this Notice.

The remote e-voting period shall commence at 9:00 a.m. (IST) on Saturday, 15th June, 2024 and shall end at 5:00 p.m. (IST) on Sunday, 14th July, 2024. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by NSDL upon expiry of the aforesaid period.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on 13th June, 2024, has appointed Mr. Nagendra D. Rao, Practicing Company Secretary (Membership No. FCS 5553, CP No. 7731) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner and he has communicated his acceptance to be appointed and he will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman, or any other person authorised by the Chairman of the Company, and the result will be announced within two working days from the conclusion of the e-voting period i.e. Tuesday, 16th July, 2024.

The declared Results along with Scrutinizer's Report will be available forthwith on the Company's website at www.puravankara.com/investors and on NSDL's website at www.evoting.nsdl.com and will also be communicated to the BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), being the stock exchanges where equity shares of the Company are listed. Further, the same shall also be displayed for two days on the notice board of the Company at its Registered Office as well as Corporate Office.

The last date of e-voting, i.e. Sunday, 14th July, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

The Notice can also be accessed on the website of the Company at www.puravankara.com/investors and on the websites of the Stock Exchanges, i.e. BSE at www.besindia.com and NSE at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

SPECIAL BUSINESSES:

1. PROPOSAL TO RAISE FUNDS IN ONE OR MORE TRANCHES, BY ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES

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

"RESOLVED THAT pursuant to Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder ("Act") (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("SEBI Debt Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and the Foreign Exchange Management Act, 1999 and the regulations made thereunder including the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of Rs. 5/- (Rupees Five only) each of the Company are listed ("Stock Exchanges", and such equity shares, the "Equity Shares"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Registrar of Companies, Bangalore, Karnataka ("RoC") and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company ("Board"), which term shall include the management sub-committee of the Company to exercise its powers, including the powers conferred by this resolution), the Board be and is hereby authorised to create, offer, issue and allot such number of Securities (as defined hereinafter), for cash, with or without green shoe option, by way of an issue of fully paid-up Equity Shares, fully or partly convertible debentures, non-convertible debenture warrants, any other equity based instruments or securities, convertible preference shares of any kind or type, any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not), or otherwise, in registered or bearer form) (all of which are hereinafter referred to as "Securities"), combination of any of the aforementioned Securities in one or more tranches and/or one or more issuances simultaneously or otherwise for an aggregate amount of up to and not exceeding Rs. 10,00,00,00,000 (Rupees One Thousand Crore Only) (inclusive of such premium as may be fixed on such Securities), whether Rupee denominated or denominated in one or more foreign currencies, through one or more preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of prospectus and/or placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/ circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with the Chapter VI of SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, whether they be holders of the Securities or not (collectively referred to as the "Investors"), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, as exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom to offer, issue and allot such Securities, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and

other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India;

RESOLVED FURTHER THAT the Company proposes to allot any Securities by way of Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIBs”) in terms of Chapter VI of the SEBI Regulations (hereinafter referred to as “Eligible Securities” within the meaning of SEBI ICDR Regulations):

- I. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations, from time to time;
- II. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- III. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
 - (i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,
 - (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- IV. The Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- V. The issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the book running, lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- VI. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- VII. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- VIII. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;

- IX. A minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;
- X. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
- XI. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment
- XII. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Securities to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari-passu* in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT the Board or management sub-committee thereof, be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering;

RESOLVED FURTHER THAT in case of offering of any Securities, including without limitation to any securities convertible into equity shares, consent of the shareholders of the Company, be and is hereby accorded to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board including management sub-committee, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the

proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board including management sub-committee to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects;

RESOLVED FURTHER THAT the Board including management sub-committee be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith;

RESOLVED FURTHER THAT the Board including management sub-committee is authorised to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution;

RESOLVED FURTHER THAT the Board including management sub-committee is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate powers with regard to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution to the management sub-committee of the Company."

2. RE-APPOINTMENT OF MR. ANUP SANMUKH SHAH AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE (5) CONSECUTIVE YEARS

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17, 25(2A) and any other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors and based on the report of performance evaluation,

Mr. Anup Sanmukh Shah (DIN: 00317300), who holds office as an Independent Director up to 22nd July, 2024 and is eligible for re-appointment as an Independent Director for a second term on the Board of the Company has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 23rd July, 2024 upto 22nd July, 2029 (both days inclusive);

RESOLVED FURTHER THAT Mr. Ashish Ravi Puravankara, Managing Director, Mr. Abhishek Kapoor, Executive Director, Group CEO and CFO and Mr. Sudip Chatterjee, Company Secretary, be and are hereby severally authorised to do all such acts as may be required to give effect to the above resolution.”

3. RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH PUNE PROJECTS LLP ENTERED DURING THE FINANCIAL YEAR 2023-24

To consider, and if thought fit to pass, with or without modification, the following resolution as an **Ordinary Resolution** for ratification of material related party transactions:

“**RESOLVED THAT** pursuant to the provisions of the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as applicable and any amendments thereto, and also pursuant to the approval made by the audit committee of the Company in their meeting held on 23rd January, 2024, the material related party transactions as entered into by the Company with Pune Projects LLP, its related party in ordinary course of business and are at arm’s length basis during the financial year 2023-24 as detailed in the explanatory statement annexed to this notice, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of the financial year 2022-23 be and are hereby ratified and approved;

RESOLVED FURTHER THAT Mr. Ashish Ravi Puravankara, Managing Director, Mr. Abhishek Kapoor, Executive Director, Group CEO & CFO, and Mr. Sudip Chatterjee, Company Secretary be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal.”

**By Order of the Board of Directors
For Puravankara Limited**

Sd/-

**Sudip Chatterjee
Company Secretary**

Membership No.: F11373

Place: **Bengaluru**

Date: **13th June, 2024**

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) and 110 of the Act, read together with Rule 22 of the Rules and other applicable laws as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice only in electronic form to those members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories and whose e-mail addresses are registered with the Company/ Depository Participant(s), as on the Cut-Off Date i.e. 7th June, 2024.
3. Only those members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by remote e-voting. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

4. The remote e-voting shall commence on **Saturday, 15th June, 2024 at 9:00 a.m. (IST) and shall end on Sunday, 14th July, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
5. The resolutions, if passed with requisite majority through Postal Ballot, will be deemed to be passed on the last date specified for remote e-voting i.e. **Sunday, 14th July, 2024**. Further, resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a general meeting of the members.
6. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary (Membership No. FCS 5553, CP No. 7731), as the Scrutinizer to scrutinize the postal ballot voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman of the Company or any other person as authorised by the Chairman after completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting period i.e. on Tuesday, 16th July, 2024. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.puravankara.com/investors and on the website of NSDL at www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed and Registrar and Transfer Agent (RTA).
9. All the material documents referred to in the Notice will also be available for inspection only through electronic mode on all working days, without any fee, from the date of circulation of this

Notice until the last date of receipt of votes by e-voting. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to investors@puravankara.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

10. Members who have not registered their e-mail addresses so far are requested to support this green initiative by registering/ updating their e-mail addresses, as specified hereunder, so that they can receive the Annual Report and other communication from the Company electronically: (a) in respect of shares held in Electronic form - with their Depository Participants and (b) in respect of shares held in Physical form- with the Registrar & Share Transfer Agent.

11. Dispatch of this Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in Bengaluru (in vernacular language i.e., Kannada) and one English Newspaper circulated throughout India (in English Language).

12. The votes in this Postal Ballot cannot be exercised through proxy.

13. Mr. Sudip Chatterjee, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Postal ballot e-voting. His details are as follows:

Name: Mr. Sudip Chatterjee

Designation: Company Secretary and Compliance Officer

Registered office: 130/1, Ulsoor Road, Bangalore - 560 042

Email id: investors@puravankara.com; Phone No.: 080-4343-9999

14. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its master circulars dated May 17, 2023, and circular dated November 17, 2023 and December 27, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available on the website of the Company at www.puravankara.com/investors. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

15. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

(I) This is to inform the Members that the Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.

(II) SEBI vide circular no. SEBI/HO/mOIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/ she/they can initiate dispute resolution through the ODR Portal.

(III) The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

16. Instructions for e-voting:

The process to vote electronically on NSDL e-voting system consists of 2 steps:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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| 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. |
| | <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |
| | <ol style="list-style-type: none">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |
| | <ol style="list-style-type: none">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
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Type of shareholders Login Method

Individual Shareholders holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account (holding securities in through your Depository Participant registered with NSDL/CDSL for e-demat mode) login Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type

Helpdesk details

Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 127528 then user ID is 127528001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nagendradrao@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available

on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.

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

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

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013]

ITEM NO. 1: PROPOSAL TO RAISE FUNDS IN ONE OR MORE TRANCHES, BY ISSUANCE OF EQUITY SHARES AND/OR OTHER ELIGIBLE SECURITIES

The Real Estate Industry is growing at a rapid pace and your Company anticipates growth opportunities in its existing operation from the different geographies of the country. To pursue this growth your Company continues to evaluate various avenues for organic expansion and achieving inorganic growth. Your Company continues to require capital for achieving such growth and expansion. Accordingly, your Company intends to undertake a capital raise by way of qualified institutional placement to eligible investors through an issuance of equity shares or other eligible securities in accordance with applicable law and use the proceeds from the Issue, towards inter alia, various capital expenditure, the pre-payment and / or repayment of debts, general corporate purposes and such other purpose(s) as may be permissible under applicable laws. Accordingly, as approved by the board of directors of the Company ("Board") at their meeting held on 13th June, 2024 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value of Rs. 5/- ("Equity Shares") and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, nonconvertible debentures with or without warrants and/or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "Securities") or any combination thereof, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers/ book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 10,00,00,00,000 (Rupees One Thousand Crore Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of qualified institutional placement ("QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("SEBI ICDR Regulations"), Section 42 and other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including management sub-committee) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead managers / book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Act and other applicable guidelines, notifications, rules and regulations. The Board (including management sub committee) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies Karnataka at Bangalore, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

- I. The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations, from time to time;
- II. The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the memorandum of association and articles of association of the Company;
- III. The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
 - (i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,
 - (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;
- IV. The Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- V. The issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("Floor Price"), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the book running, lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price;
- VI. The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- VII. The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- VIII. No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- IX. A minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;
- X. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;

XI. The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;

XII. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Act read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company. The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/ allotment would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof ("FEMA"). As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the said resolution, as set out in item no. 1 of this Notice for your approval.

In terms of Section 102(1) of the Act, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2: RE-APPOINTMENT OF MR. ANUP SANMUKH SHAH AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE (5) CONSECUTIVE YEARS

The shareholders at the 33rd Annual General Meeting ('AGM') held on 27th September, 2019, approved the appointment of Mr. Anup Sanmukh Shah (DIN: 00317300) ("Mr. Anup") as an Independent Director for a term of five consecutive years commencing from 23rd July, 2019 upto 22nd July, 2024 (both days inclusive).

The Board of Directors at its meeting held on 23rd May, 2024, based on the recommendation of the Nomination and Remuneration Committee and subject to shareholders' approval, recommended the re-appointment of Mr. Anup as an Independent Director for a second term of five years with effect from 23rd July, 2024 upto 22nd July, 2029 (both days inclusive). The Company has received a notice in writing under Section 160(1) of the Act proposing the re-appointment of Mr. Anup as an Independent Director of the Company.

The Board recommends the re-appointment based on his performance evaluation and after considering his skills and expertise required by the Board. The Board is of the view that considering the background, experience and contributions made by Mr. Anup during his tenure, his continued association would be beneficial and in the interest of the Company and it is desirable to continue to avail his services as an Independent Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received all statutory disclosures / declarations, including declaration from Mr. Anup confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") read with the rules framed thereunder and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In terms of Regulation 25(8) of the SEBI LODR Regulations, Mr. Anup had confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Anup had also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Further, Mr. Anup has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Anup has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other Committee meetings and commission as may be decided by the Board within the maximum limits stipulated under Section 197 of the Act.

In the opinion of the Board, Mr. Anup fulfils the conditions specified in the Act and SEBI LODR Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to reappoint Mr. Anup as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from 23rd July, 2024 upto 22nd July, 2029 (both days inclusive). A brief profile of Mr. Anup and other information as required under Regulation 36 of SEBI LODR Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is provided as Annexure to this Notice.

The terms and conditions of re-appointment of Mr. Anup as an Independent Director are uploaded on the website of the Company to <https://www.puravankara.com/investors/> and would also be made available for inspection to the Members without any fee, on all working days, until the last date of remote e-voting.

Save and except Mr. Anup, being an appointee, none of the other Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out in Item No. 2 of the Notice for approval of the Members.

ITEM NO. 3: RATIFICATION OF MATERIAL RELATED PARTY TRANSACTIONS WITH PUNE PROJECTS LLP ENTERED DURING THE FINANCIAL YEAR 2023-24

Puravankara Limited ("Company") had entered into certain related party transactions with Pune Projects LLP, the details of which are provided below:

CORPORATE GUARANTEE PROVIDED BY THE COMPANY:

The shareholders are to note that Pune Projects LLP, a limited liability partnership firm in which the Company is entitled to 32% of the capital contribution has availed credit facilities from Arka Fincap Limited and ICICI Home Finance Company Limited aggregating to Rs. 120 crores for its principal business activities. The Company has extended a corporate guarantee in favour of Arka Fincap Limited and ICICI Home Finance Company Limited totaling Rs. 120 crores for Pune Projects LLP. Hereinafter referred to as the “**Corporate Guarantee Transaction**”.

Details of the corporate guarantee are as follows:

Sl. No.	Particulars	Details
1.	Corporate Guarantee Amount	Rs. 120 Crores
2.	Lender	Arka Fincap Limited and ICICI Home Finance Company Limited
3.	Borrower	Pune Projects LLP
4.	Security	First pari passu charge vide registered mortgage in favour of the lender on all the rights, benefits and claims including FSI/development rights/sale component over and scheduled receivables in relation to the borrower’s share of the property
5.	Rate of Interest of loan	12% per annum.
6.	Purpose of Facility	Refinance of the existing facility of Rs. 90 crores and balance Rs. 30 crores towards construction finance
7.	Tenure	48 months

Rationale for this corporate guarantee:

The Company had undertaken a residential development project in Pune (“**Project**”) which underwent refinancing due to a need for additional funds essential for advancing the construction phase. This financial restructuring aimed to secure sufficient capital and ensure the seamless progress of the Project.

Further, pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Companies Act, 2013 (“Act”), Pune Projects LLP is a related party of the Company and since the transaction involves a corporate guarantee being offered by the Company to Pune Projects LLP, the same falls under the purview of the related party transaction under the provisions of the SEBI LODR Regulations and the Act.

The management sub-committee of the board of directors of the Company (“Board”), within the powers as delegated by the Board, in its meeting held on 18th November, 2023 reviewed and approved the corporate guarantee of Rs. 75 crores in favour of Arka Fincap Limited and in its meeting held on 22nd December, 2023 reviewed and approved the corporate guarantee of Rs. 45 crores in favour of ICICI Home Finance Company Limited.

Sl. No.	Details of the party (listed entity/ subsidiary) entering the transaction	Details of counterparty		Type of transaction	Value of transaction (in Rs.)	Terms and Condition of transaction
		Name	Nature of relation			
1.	Puravankara Limited	Pune Projects	The Company holds 32% of	Providing corporate	120 crores	As per the sanction

Sl. No.	Details of the party (listed entity/ subsidiary) entering the transaction	Details of counterparty		Type of transaction	Value of transaction (in Rs.)	Terms and Condition of transaction
	Name	Name	Nature of relation			
		LLP	capital contribution in Pune Projects LLP and thus it is an associate of the Company.	guarantee		letter.

LOAN TRANSACTIONS BETWEEN PUNE PROJECTS LLP (ASSOCIATE ENTITY) AND THE COMPANY

The shareholders to note that the Company has provided loans to Pune Projects LLP, a limited liability partnership firm in which the Company is entitled to 32% of the capital contribution. Pursuant to the SEBI LODR Regulations, the Act and Ind-AS, Pune Projects LLP is a related party of the Company.

The shareholders are informed that during the financial year 2023-24, the Company has extended the loan to the tune of Rs. 36.20 crores to Pune Projects LLP, where listed company is holding 32% of the capital contribution of the LLP and hereinafter referred to as the “**Loan Transaction**”.

Details of the Loan Transaction are as follows:

Sl. No.	Details of the party (listed entity / subsidiary) entering the transaction	Details of counterparty		Type of transaction	Value of transaction (in Rs.)	Terms and Condition of transaction
	Name	Name	Nature of relation			
1.	Puravankara Limited	Pune Projects LLP	The Company holds 32% of capital contribution in Pune Projects LLP and thus it is an associate of the Company.	Providing inter-corporate loans	36.20 crores	The rate of interest is 12% per annum and the purpose is for financing projects of the Pune Projects LLP and working capital.

Rationale for this Loan Transaction:

The Company had undertaken a residential development project in Pune (“**Project**”) which underwent refinancing due to a need for additional funds essential for advancing the construction phase. This financial restructuring aimed to secure sufficient capital and ensure the seamless progress of the Project.

The audit committee of the Company, in its meeting held on 26th May, 2023 reviewed and approved the inter corporate loan totaling to Rs. 120 crores including Rs. 60.10 crores balance as on 31st

March, 2023. For the purpose of business interest, Pune Projects LLP requested Puravankara Limited to extend the loan of Rs. 36.20 crores as principal plus applicable interest at the rate of 12% per annum during the Financial Year 2023-24.

Therefore, the total value of related party transactions entered by the Company with Pune Projects LLP during the financial year 2023-24 was Rs. 156.20 crores (i.e. Corporate Guarantee Transaction of Rs. 120 crore and Loan Transaction of Rs. 36.20 crore) which exceeded the threshold limit of 10% of the annual consolidated turnover of the Company or Rs. 1000 Crore, whichever is lower, as per the audited financial statements of the Company for the Financial Year 2022-23 and therefore requires ratification of the said transactions by the members of the Company through ordinary resolutions.

Further, please find below the following information for the Corporate Guarantee Transaction and the Loan Transaction as mandated by the SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Circular”):

No.	Heading	Details
1.	A summary of the information provided by the management of the Company to the audit committee	
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):	Name of the Related Party: Pune Projects LLP. The Company is entitled to 32% of capital contribution in Pune Projects LLP and thus Pune Projects LLP is an associate of the Company.
b.	Type, material terms and particulars of the proposed transaction:	The key terms of the Corporate Guarantee Transaction are as follows: (i) Corporate Guarantee issued by Puravankara Limited (the listed entity) for the loan obtained by the Pune Projects LLP. (ii) To issue an unconditional and irrevocable guarantee / corporate guarantee to / in favour of IDBI Trusteeship Services Limited (“Security Trustee”). (iii) The lenders of the Corporate Guarantee Transaction are Arka Fincap Limited and ICICI Home Finance Company Limited. The key terms of the Loan Transaction are as follows: (i) The rate of interest is 12% per annum (ii) The purpose of the loan is for financing the project of the Pune Projects LLP and its working capital requirements.
c.	Tenure of the proposed transaction (particular tenure shall be specified):	The tenure of the Corporate Guarantee Transaction is 48 months. The tenure of the Loan Transaction is repayable on demand.
d.	Value of the proposed transaction:	The value of the Corporate Guarantee Transaction is Rs. 120 crores. The value of the Loan Transaction is Rs. 36.20 crores. Total value of the related party transaction is Rs. 156.20 crores.
e.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that	12.5% of the annual consolidated turnover of the Company for the Financial Year ended 31 st March, 2023.

No.	Heading	Details
	is represented by the value of the proposed transaction (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.	the transaction relates 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:	Accruals/ Owned Funds
ii.	where any financial indebtedness is incurred to make or give loans, inter cooperate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Inter Corporate Loans 12% per annum Repayable on demand
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured Loan with no covenants and the rate of interest of 12% per annum. It is repayable on demand.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The purpose of the Loan Transaction is for residential project development in Pune, Maharashtra of the LLP.
g.	Justification as to why the RPT is in the interest of the listed entity:	That LLP being an associate of the listed entity and therefore, this transaction will help the listed entity to achieve its main object as enshrined in the Memorandum of Association of the Company.
h.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable.
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable.
j	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies

No.	Heading	Details
		Act, 2013 forming part of this Notice.
2.	Justification for why the proposed transaction is in the interest of the listed entity;	Please refer to our disclosure on this above.
3.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 1(f) above;	Please refer point no. 1(f) above.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Please refer to our disclosure on this above.
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Please refer to our disclosure on this above.
6.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

As per the provisions of Section 188 (1) of the Act, "related party transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are within threshold limits prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015.

Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by resolution where transactions proposed to be entered to falls, in the list of items referred therein and are in excess of threshold limits. Proviso to Section 188 further provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with related parties as mentioned above are in the ordinary course of business and are at arm's length basis.

As per the provisions of Regulation 23 of SEBI LODR Regulations, all related party transactions shall be considered as "material" if the transaction entered with individually or taken together with a related party along with previous transactions during a financial year exceed Rs. 1000 crores or 10% of the annual consolidated turnover of the company as per the last audited financial statement of the Company. The material related party transactions requires prior approval of the shareholders by passing a resolution.

Members may please note that based on the criteria as mentioned above in Regulation 23 of the

SEBI LODR Regulations, transactions entered into by the Company with related parties for the financial year is “material” and the value of which either singly or all taken together exceeds 10% percent of the annual consolidated turnover of the Company as per audited financial statements of the financial year and therefore requires ratification of the said transactions by the members of the Company by ordinary resolutions.

The said related party transactions were reviewed and approved by the audit committee of the Company.

It is relevant to note that as soon as the inadvertent potential non-compliance came to the attention of the Company, the Company immediately took steps to rectify the inadvertent non-compliance. The non-compliance by the Company is not deliberate. The Company has not made any undue profit or avoided any loss on account of the non-compliance and no harm or loss has been caused to any investor.

In view of the above, the Company seeks to suo-moto and voluntarily settle all proceedings that may arise and engage with the Securities and Exchange Board of India on such terms as may be mutually acceptable, in accordance with the applicable regulations on settling the same by consent in full and final settlement of any and all proceedings that may be proposed or contemplated in this respect.

As per the provisions of Regulation 23(4) of the SEBI LODR Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

In terms of Section 102(1) of the Act, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The board of directors of the Company recommends the ordinary resolution as set out at Item No. 3 in the accompanying notice for ratification of related party transactions by the members of the Company.

**By Order of the Board of Directors
For Puravankara Limited**

Sd/-

**Sudip Chatterjee
Company Secretary**

Membership No.: F11373

Place: **Bengaluru**

Date: **13th June, 2024**

Annexure to the Postal Ballot Notice

Details of Mr. Anup seeking re-appointment as an Independent Director
(In pursuance of Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name of Director and DIN	Mr. Anup Sanmukh Shah (DIN: 00317300)		
Date of Birth (Age)	25 th June, 1957 (67 years)		
Date of first appointment on the Board	23 rd July, 2019		
Qualifications	Mr. Anup holds a bachelor's degree in commerce from HR College, Mumbai and a degree in law from Government Law College, Mumbai. He has over 40 years of experience in the field of law, specifically real estate law. Since founding his own firm in 1993, he has advised developers, builders and foreign and domestic investors in structuring real estate transactions, leases, development agreements and joint ventures. He is the Founder Partner of Anup S Shah Law Firm in Bangalore.		
Nature of his expertise in specific functional areas	He specialises in commercial and property documentation, corporate and commercial litigation, property related issues, land laws and arbitration and alternative dispute resolutions.		
Disclosure of relationships between directors/ KMP inter-se	Mr. Anup Sanmukh Shah is not related to any Director on the Board of the Company.		
No. of shares held in the Company either by self or as a beneficial owner	Nil		
Key terms and conditions of reappointment	As per the resolution in Item no. 2 of this Notice read with the explanatory statement thereto.		
The remuneration last drawn by such person (if applicable)	For Financial Year 2023-24 Sitting Fees: Rs. 4.70 Lakhs Commission: Rs. 12 Lakhs		
Details of remuneration sought to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission as may be decided by the Board within the maximum limits stipulated under Section 197 of the Act.		
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Sobha Limited • Boruka Power Corporation Limited • Provident Housing Limited • Stove Kraft Limited • Welspun One Private Limited • Brigade Hotel Ventures Limited 		
Resignation from Listed Entities in past three years	Nil		
Membership/ Chairmanship of Committees of other Boards	Company	Committee	Membership/ Chairman
	Sobha Limited	Nomination & Remuneration Committee	Chairman

		Risk Management Committee	Chairman
		Corporate Social Responsibility Committee	Chairman
	Provident Housing Limited	Audit Committee	Chairman
		Corporate Social Responsibility Committee	Member
		Nomination & Remuneration Committee	Member
	Bhoruka Power Corporation Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	Stove Kraft Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
		Risk Management Committee	Member
No. of meetings of the Board attended during the year	5 (Five) Board Meetings attended during the Financial Year 2023-24.		
Skills and capabilities required for the role and the manner in which Mr. Anup meets such requirements	Refer to the Item no. 2 of the explanatory statement.		