

# PURAVANKARA

PURAVANKARA LIMITED

(CIN: L45200KA1986PLC051571)

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

Tel: 080 2559 9000/4343999

Email: [info@puravankara.com](mailto:info@puravankara.com) Website: [www.puravankara.com](http://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
Sunday, November 10, 2024, at 9:00 a.m. (IST)	Monday, December 09, 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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (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 business as set out hereunder by passing the requisite Resolution, 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, November 01, 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 services of 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 Sunday, November 10, 2024, and shall conclude at 5:00 p.m. (IST) on Monday, December 09, 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 the provisions under Rule 22(5) of the Rules, the Board of Directors at its meeting held on November 08, 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 Company Secretary of the Company, and the result will be announced within two working days from the conclusion of the e-voting period i.e. Wednesday, December 11, 2024.

The declared Results along with Scrutinizer’s Report shall be available forthwith on the Company’s website at [www.puravankara.com/investors](http://www.puravankara.com/investors) and on NSDL’s website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall 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 at least three days on the noticeboard of the Company at its Registered Office.

The last date of e-voting, i.e. Monday, December 09, 2024, shall be the date on which the resolution shall 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](http://www.puravankara.com/investors) and on the websites of the Stock Exchanges, i.e. BSE at [www.besindia.com](http://www.besindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**SPECIAL BUSINESS:**

**ITEM NO. 1: TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION BETWEEN PROVIDENT HOUSING LIMITED, PURVA BLUE HOME VENTURES PRIVATE LIMITED AND KVN PROPERTY HOLDINGS**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Section 188 of the Companies Act, 2013 read with the rules made thereunder, and any other applicable provisions, if any, including statutory modification(s) or amendment(s) thereof, the Company’s policy on Related Party Transactions and basis the approval of the Audit Committee and the Recommendations of the Board of Directors, the approval of the members of the Company be and is hereby accorded to Provident Housing Limited, a material wholly owned Subsidiary of the Company to enter into the Related Party Transaction(s), contract(s), arrangement(s) or agreement(s) with Purva Blue Home Ventures Private Limited, a step-down wholly owned subsidiary, and KVN Property Holdings, a partnership firm, on the material terms and conditions as explicitly set out in the Explanatory Statement to this resolution;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Management Sub-Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard.”

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

**Sd/-**

**Sudip Chatterjee**

**Company Secretary and Compliance Officer**

**Membership No.: F11373**

Place: **Bengaluru**

Date: **November 08, 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. November 01, 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 **Sunday, November 10, 2024, at 9:00 a.m. (IST) and shall conclude on Monday, December 09, 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, shall be deemed to be passed on the last date specified for remote e-voting i.e. **Monday, December 09, 2024**. Further, resolutions passed by the members through Postal Ballot shall be deemed to have been 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 Wednesday, December 11, 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](http://www.puravankara.com/investors) and on the website of NSDL at [www.evoting.nsdl.com](http://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](mailto: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](mailto: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](mailto:rnt.helpdesk@linkintime.co.in). The forms for updating the same are available on the website of the Company at [www.puravankara.com/investors](http://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/OIAE/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 way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="711 894 1419 1381">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li data-bbox="711 1392 1419 1539">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="711 1549 1419 1881">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol>

	<p>successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="803 483 1274 766" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able</li> </ol>

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

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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 101456 then user ID is 101456001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:nagendradrao@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto: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), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investors@puravankara.com](mailto: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), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@puravankara.com](mailto:investors@puravankara.com) .If you are an Individual shareholders 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, shareholder/members may send a request to [evoting@nsdl.com](mailto: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: TO CONSIDER AND APPROVE THE MATERIAL RELATED PARTY TRANSACTION BETWEEN PROVIDENT HOUSING LIMITED, PURVA BLUE HOME VENTURES PRIVATE LIMITED AND KVN PROPERTY HOLDINGS**

**Summary of the Transaction:**

Provident Housing Limited (“PHL”), a material Wholly Owned Subsidiary of Puravankara Limited (“the Company”) proposes to develop a Residential project on 22.32 Acres KIADB land by introducing Purva Blue Home Ventures Private Limited (“Purva Blue Home”), a Wholly Owned Subsidiary of PHL as a Partner in KVN Property Holdings (“KVN”), which is a registered partnership firm.

The following are the brief particulars of the transactions proposed to be undertaken by PHL with Purva Blue Home and KVN:

- i. KVN, a partnership firm bearing registration number SJN-F342-2018-19, has been granted leasehold right over 22.32 acres of land parcel in Karnataka (“**Project Land**”) by Karnataka Industrial Area Development Board (“KIADB”) vide allotment letter dated September 26, 2023.
- ii. Currently, the partnership structure of KVN, comprises of Mr. Venkat Narayana (51%) and Mrs. K. Narayanamma (49%) (collectively referred to as the “**Initial Partners**”). As per the lease cum sale agreement executed between KIADB and KVN, the Project Land shall be sold to KVN upon completion of 50% of development of the Project Land. KVN is proposed to be converted to a limited liability partnership (“**LLP**”), post obtaining no – objection certificate from KIADB.  
  
Upon NOC from KIADB existing Partnership Firm (KVN) will be converted to LLP and then reconstituted to include Purva Blue Home Ventures as a partner in the LLP.
- iii. PHL proposes to develop a residential project (“**Project**”) over the Project Land and for the purposes of the same, Purva Blue Home would be joining the Firm as a partner in KVN getting 49% stake in the Firm.
- iv. PHL and Purva Blue Home will invest the following amounts in KVN:
  - a. Purva Blue Homes will infuse a capital upto Rs.10 Crs.;
  - b. PHL will give a loan upto Rs.320 crs. which includes an amount of Rs. 10 Cr. to be advanced by way of loan to Purva Blue Home for the purpose of capital contribution in KVN.

The End use of the infusion by PHL and Purva Blue Home in KVN would be as tabled below:

	<b>Amount in INR Cr</b>
Upfront payment to Initial Partners	234.36
Refundable Deposit to Initial Partners	18.00
Approval Expenses	32.10
Marketing & other Launch expenses	35.54

- c. The stamp duty on the final sale deed would be met by the initial partners.
- d. The Initial Partners are entitled for an Upfront payment of INR 234.36 Crores, INR 18 Cores Refundable Deposit and 15.75% of the revenue share in the Project.

- e. The firm will develop the residential project from the balance revenue. The Firm is entitled to mortgage the land and raise a construction loan.
- f. The summary of the financials from this project is as under:

<b>Financial Summary:</b>		
<b>Total Saleable Area</b>	<b>3159842 Sq Ft</b>	
	<b>Total (INR Cr.)</b>	<b>Rate Per SFT</b>
<b>Sales Collections</b>	<b>3,118.42</b>	<b>9,868.91</b>
<b>PHL Share of Revenue</b>	<b>2,627.27</b>	8314.56
<b>LO Share of Revenue @ 15.75% of Revenue</b>	<b>491.51</b>	1555.49
<b>Project Outflows</b>		
Land costs	234.36	741.68
Approvals	55.30	175.00
Construction cost	1,328.18	4203.31
Consultant cost	53.13	168.13
Sales & Marketing (% of Revenue)	187.11	592.13
Admin. Cost (% of Development Cost)	90.05	284.97
<b>Total Outflows</b>	<b>1,948.12</b>	<b>6,165.23</b>
Debt (CF) Servicing Cost	26.48	83.80
Debt (Equity) Servicing Cost	150.94	477.67
<b>Project Surplus (Rs. Cr.)</b>	<b>501.73</b>	<b>1,587.85</b>
<b>PBT %</b>	<b>19.10%</b>	

- v. To facilitate the aforesaid transaction, PHL proposes to raise from HDFC CAPITAL AFFORDABLE REAL ESTATE FUND – 3 (“HCARE-3”) up to INR 320 Crore by issuing unlisted, secured non-convertible debentures (“Debentures”) at an agreed IRR of 17% on payable when able basis.
- vi. The Debentures are proposed to be secured by the following security (“**Proposed Security**”)
- Mortgage of the right, title and interest of KVN in the Project and the Project Land;
  - Hypothecation of receivables arising from the Project and Project Land (excluding the share of the Initial Partners to the revenues of the Project);
  - Hypothecation of the partnership interest of Purva Blue Home in KVN;
  - Hypothecation of the receivables from the loans and advances to be granted by PHL to Purva Blue Home and KVN.
  - Further, the Debentures have to be secured by way of Corporate Guarantee by Puravankara Ltd.
  - Further, PHL and/ or Puravankara Ltd may have to also give a corporate guarantee for the construction loan that is required to be taken by KVN.

The transaction referred to above in entirety falls within the purview of Material Related Party Transaction (RPT) in accordance with the provisions under Regulation 2(1)(zc)(ii) read with the proviso to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations 2015”) since the Total transaction value is INR 320 Crores which exceeds 10% of the ten per cent of the annual consolidated turnover of Puravankara Limited and hence the prior approval of members is hereby sought for the purpose of undertaking the aforesaid transaction by PHL as this is the main business of the Company, being a real-estate developer.

The information as required pursuant to the provisions under Chapter IIIB of the SEBI Master Circular bearing reference No SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and Rule 15 of the Companies' (Meetings of the Board and its Powers) Rules, 2014 is as follows:

Sr No	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	Please refer the above note.
2	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);	Provident Housing Limited, a material wholly owned subsidiary to the Company, Purva Blue Home Ventures Private Limited, a step-down wholly owned subsidiary to the Company and KVN Property Holdings, a partnership firm having Purva Blue Home as a proposed partner.
3	Name of Director(s) or Key Managerial Personnel who is related, if any	Please refer the above note.
4	Tenure of the proposed transaction (particular tenure shall be specified);	Loan to be given is expected to be repaid in 4 years.
5	Value of the proposed transaction;	Loan amounting to Rs. 310 Crores by PHL to KVN. Loan amounting to Rs. 10 crs. Lakhs by PHL to Purva Blue Home. Investment amounting to Rs. 10 crs. by Purva Blue Home in towards capital contribution KVN. Corporate Guarantee by PHL and/or Puravankara Limited to the extent of construction loan.
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (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);	68.66% of the standalone turnover of Rs. 466.35 Crores of Provident Housing Limited.  14.64% of the consolidated turnover of Rs. 2185.26 Crores of Puravankara Ltd.
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
A	details of the source of funds in connection with the proposed transaction	Issue of unlisted, secured Non-Convertible Debentures (NCDs) by PHL to HDFC CAPITAL AFFORDABLE REAL ESTATE FUND – 3 bearing for an IRR of 17% on payable when able basis.
B	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, →nature of indebtedness; →cost of funds; and →tenure;	→Unlisted, secured NCDS; →Cost of Funds is 17% IRR to the Lender; →4(Four) Years.
C	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Please refer the above note.
D	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The Funds shall be utilized by KVN for the purpose of making payments to the initial partners and for the construction and

		development of the Project and for contribution as a partner in KVN by Purva Blue Home.
E	Justification as to why the RPT is in the interest of the listed entity	<p>PHL and its subsidiary company are entering into this transaction as they are interested to develop the land owned by the Firm. Since the land is allotted by KIADB, only the Firm can develop the land, and the Firm cannot enter into any Joint Development Agreement or sale of land.</p> <p>The subject land is situated near the existing project Provident Ecopolitan, which has established strong demand and good returns. Taking into account the constraints, the transaction has been so designed to meet the KIADB requirements.</p>
F	A copy of the valuation or other external party report, if any such report has been relied upon	Since the subject land is in the same vicinity of Provident Ecopolitan, the valuation, rationality and feasibility has been evaluated internally as external confirmation is not required.
G	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	KVN is a special purpose vehicle established only for the purpose of this land and hence, the entity does not have any turnover. The Partner of the Firm was CFO of one of the listed Real Estate Development and has adequate experience in the industry.
H	Any advance paid or received for the contract or arrangement, if any	Nil
I	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	The contract is yet to be executed. The pricing has been based on the commercial negotiation with the existing partners, validated based on the feasibility study and evaluation done by the internal team. Once the transaction is approved, all commercial terms will be documented appropriately by taking the services of external lawyers.
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 Act, 2013 forming part of this Notice.

The aforesaid related party transaction was reviewed and approved by the audit committee and recommended by the Board of the Company for approval of shareholders at their respective meetings held on November 08, 2024.

In accordance with the provisions under 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 resolution set out in Item No. 1 of the notice convening the Postal Ballot for approval by the members of the Company as an Ordinary Resolution.

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

**Sd/-  
Sudip Chatterjee  
Company Secretary  
Membership No.: F11373**

Place: **Bengaluru**  
Date: **November 08, 2024**