

T-HILLS PRIVATE LIMITED
(formerly JAGANMATA PROPERTY DEVELOPERS PRIVATE LIMITED)
Registered Office: Puravankara Projects Limited, Survey No-08, Opp to Mahindra Satyam, Side line of
Godrej Green Building Kondapura Hyderabad TG 500033 IN.
CIN: U45206TG2015PTC101944

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that the **Extraordinary General Meeting (EGM)** of the Members of **T-Hills Private Limited (formerly Jaganmata Property Developers Private Limited)** will be held at shorter notice on **Thursday, July 14, 2022 at 2.00 P.M.**, at #130/2, Ulsoor Road, Bengaluru 560 042, India, to transact the following businesses:

SPECIAL BUSINESS:

ITEM 1: FIXING THE BORROWING POWERS OF THE BOARD UP TO RS. 500 CRORES

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

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include a Committee thereof authorised for the purpose, if any), in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, to borrow from Companies, including its Holding Company / Group Companies (including by way of Corporate Guarantee(s) furnished by the said companies to various lending entities), Bank(s), Public Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies, Body Corporate(s), Agent(s), Any other lender(s), ['Lending Entities'], any sum or sums or monies from time to time, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purposes, provided however, that the total amount of monies so borrowed shall not exceed Rs.500,00,00,000 (Rupees five hundred crores only), at any one time.

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate and negotiate with the Lending Entities and to finalize, execute the documents and deeds, as may be applicable on such terms and conditions, as may be decided by the Board, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company."

ITEM 2: TO GRANT APPROVAL FOR CREATION OF CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY

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

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'Board' which term shall include a Committee thereof authorised for the purpose, if any), in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions, as may be necessary, to create Mortgage and / or Charge and / or Hypothecation and / or other Encumbrances, on the immovable and movable properties



of the Company, if any (in addition to the existing Mortgage, Charge, Hypothecations created by the Company), on such immovable and movable properties of the Company, where so ever situated, present and future and/ or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in favour of Bank(s), Public Financial Institution(s), Companies (including Group Companies), Trust(s), Mutual Fund(s), Other investing agencies and Trustee(s) for the holders of debentures / bonds / other instruments, Body Corporate(s), Agent(s), any other lender(s), ['Lending Entities'], for securing against the borrowings up to Rs.500,00,00,000 (Rupees five hundred crores only), lent and advanced/ agreed to be lent and advanced by such Lending Entities to the Company / Group Companies, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings."

ITEM 3: TO ISSUE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS


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

"**RESOLVED THAT** in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, if any, and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Listing Agreements entered into by the Company with the respective stock exchanges and subject to the approval, permissions and sanctions of the lenders of the Company, SEBI, stock exchanges, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscription for secured redeemable Non-convertible Debentures in one or more series or tranches, aggregating up to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only), during a period of 1(One) Year from the date of passing of this Resolution and within the overall borrowing limits of the Company, as approved by the Members, from time to time, on a Private Placement basis, on such terms and conditions as the Board of Directors may, from time to time, determine and consider proper and beneficial to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Members hereby authorise the Board of Directors to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise."

**By Order of the Board of Directors
For T-HILLS PRIVATE LIMITED**

**Place: Bengaluru
Date: 12.07.2022**


**Vishnumoorthi H
DIRECTOR
DIN: 05139136**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE

MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. *EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IS ANNEXED HEREWITH.*

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

ITEM 1 & 2: FIXING THE BORROWING POWERS OF THE BOARD UP TO RS. 500 CRORES AND TO GRANT APPROVAL FOR CREATION OF CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY

The Company requires funds for working capital and in order to mobilize the funds for its activities, it is required to borrow funds from various companies, financial institutions, banks and other entities etc.

Section 180(1)(c) of the Companies Act, 2013 provides inter alia, that the Board of Directors of a Company shall not, without the consent of the Members of the Company by a Special Resolution in a General Meeting, Borrow monies in excess of the aggregate of its Paid-up Capital and Free Reserves.

The Board is of the opinion that the borrowings will be required to supplement the business of the Company and the limit of borrowing be fixed at Rs.500,00,00,000/- (Rupees Five Hundred Crores only), which is higher than the Paid-up Capital & Free Reserves of the Company. The Borrowings may be from Companies, including its Holding Company / Group Companies (including by way of Corporate Guarantee(s) furnished by the said companies to various lending entities), Bank(s), Public Financial Institution(s), Companies, Trust(s), Mutual Fund(s), Other investing agencies, Body Corporate(s), Agent(s), Any other lender(s) ["Lending Entities"], in such manner as set out in the said Resolution and hence it is necessary for the Members to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, in the proposed General Meeting.

Further, creation of any mortgage / charge in connection with the borrowings, will require consent of the Members of the Company in a General Meeting under Section 180 (1)(a) of the Act, for which a separate resolution is proposed to be passed in this General Meeting.

The borrowing powers is an enabling resolution and is intended to meet the Business / long term funds requirements of the Company. To enable the Board to accept the said terms in due course of availing loans/ borrowings the shareholders are required to authorize the Board (which term shall include a Committee thereof authorised for the purpose, if any).

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

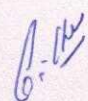
The Directors recommend the resolution for approval by the members as Special Resolution.

ITEM 3: TO ISSUE NON-CONVERTIBLE DEBENTURES ON A PRIVATE PLACEMENT BASIS

The Board of Directors of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution and such approval shall be valid for all private placements made during a period of one year.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year.

Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be



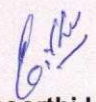
required, aggregating up to Rs. 250,00,00,000/- (Rupees Two Hundred and Fifty Crores Only), during a period of 1(One) Year from the date of passing of this Resolution and within the overall Borrowing Limits of the Company, as approved by the Members, from time to time.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in the resolutions set out at item No. 3 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

The Directors recommend the resolution for approval by the members as Special Resolution.

**By Order of the Board of Directors
For T-HILLS PRIVATE LIMITED**

**Place: Bengaluru
Date: 12.07.2022**


**Vishnumoorthi H
DIRECTOR
DIN: 05139136**