

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighth Annual General Meeting of the Members of T-Hills Private Limited (formerly Jaganmata Property Developers Private Limited) will be held on Thursday, September 28, 2023 at 4.00 P.M., at #130/2, Ulsoor Road, Bangalore- 560042, to transact the following business

ORDINARY BUSINESS:

Item No. 1 – Adoption of Accounts

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31.03.2023 and the reports of the Directors and the Auditors thereon.

Item No. 2 – Re-appointment of Mr. Vishnumoorthi H (DIN: 05139136) as a Director

To appoint a Director in place of Mr. Vishnumoorthi H (DIN: 05139136), Director who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any, by the statutory authority and all other applicable laws and regulations if any, approval of the Members of the Company, be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Company:-

To insert the following sub-clauses after the clause 68 of Articles of Association of the Company

68 A. The Board shall have power to appoint Alternate Directors and Additional directors subject to the provisions of Section 161 of the Act.

- i. The Board may appoint any person as a Nominee Director nominated by any Financial Institutions, Bank or any Lending Authority, in terms of Section 161(3) of the Act and in pursuance of the provisions of any agreement or law for the time being in force.*
- ii. The Board shall have power to appoint the person nominated by the debenture trustee(s) in terms of Section 161(3) of the Act and clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Nominee Director on the Board of the Company subject to the provisions of Section 161(3) of the Act.*

RESOLVED FURTHER THAT any of the Directors of the Company of the Company be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to this resolution, including but not limited to filing of necessary E-Forms with Registrar of Companies.

By Order of the Board of Directors
For T-Hills Private Limited (formerly Jaganmata Property
Developers Private Limited)



Sudip Chatterjee
Sudip Chatterjee
Company Secretary
Membership No.: F11373

Place: Bengaluru
Date : 07.08.2023

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 him-self / her-self 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.
3. Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
4. Route-map to the venue of the Meeting is provided at the end of the Notice

EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013, THE EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO. 3 OF THE ACCOMPANYING NOTICE DATED 07.09.2023.

ITEM No. 3:

The Company has 2250 (Two Thousand Two Hundred and Fifty) listed, secured, rated, redeemable, zero coupon non-convertible debentures, each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh only) each, aggregating to INR 225,00,00,000 (Indian Rupees Two Hundred and Twenty Five Crores only), which are listed on BSE Limited.

As per the provisions of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, the Company which has listed its Non-Convertible Securities shall ensure that its Articles of Association provides for the provision of appointment of the person nominated by the Debentures Trustees as a Director on the Board of the Company, in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

In addition to the above, there is proposal to include a provision in the Articles of Association of the Company for appointment of Nominee Directors in terms of Section 161(3) of the Companies Act 2013.

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

Accordingly, the Board recommends the resolutions set out at Item No. 3 seeking approval of the Members for amendment / alteration Articles of Association of the Company.

T-Hills-AGM Notice-2022-23

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.

By Order of the Board of Directors
For T-Hills Private Limited (formerly Jaganmata Property
Developers Private Limited)



Sudip Chatterjee
Sudip Chatterjee
Company Secretary
Membership No.: F11373

Place: Bengaluru
Date : 07.08.2023

FORM NO. MGT – 11

PROXY FORM

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

CIN : U45206TG2015PTC101944
Name of the Company : T-HILLS 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

Name of the member (s) :	
Registered address :	
E- mail id :	
Folio No / Client Id :	
DP ID :	

I / We, being the member (s) holding _____ shares of the above-named company, hereby appoint

1. Name :
Address :
E-mail id :
Signature : or failing him

2. Name :
Address :
E-mail id :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting held on Thursday, September 28, 2023 at 4.00 P.M. at 130/1, Ulsoor Road, Bangalore - 560042 and at any adjournment thereof in respect of such resolutions as are indicated below:

T-HILLS PRIVATE LIMITED
(formerly JAGANMATA PROPERTY DEVELOPERS PRIVATE LIMITED)

Puravankara Projects Limited, Survey No-08, Opp to Mahindra Satyam, Side line of Godrej Green
Building, Kondapura, Hyderabad – 500033; CIN: U45206TG2015PTC101944

Resolution number:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company for the Financial Year ended March 31, 2023, the Statement of Profit & Loss Account and Cash Flow of the Company for the year ended on that date and the Reports of the Board of Directors' and Auditor's thereon;
2. To appoint a Director in place of Mr. Vishnumoorthi H (DIN: 05139136) who retires by rotation and being eligible offers himself for re-appointment.
3. Alteration of Articles of Association of the Company

Signed this on _____ day of _____, 2023.

Affix

Revenue

Stamp

Signature of shareholder(s): _____

Signature of Proxy holder(s): _____

Note: Proxy form to be effective, should be submitted at the Registered Office of the Company not less than 48 (forty-eight) hours before the commencement of aforesaid Annual General Meeting.

NOTES TO PROXY FORM:

1. The Proxy, to be effective should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped and signed, is valid only for the meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy-holder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

ROUTE MAP TO THE VENUE OF THE MEETING

