

NOTICE

Shorter Notice is hereby given that **1/May/2025-26** Extra-Ordinary General Meeting of the Members of **Malnad Project (I) Private Limited** (formerly known as *Kumar Housing Township Private Limited*) ("the Company") will be held on **Thursday, May 08 2025** at the Registered office of the Company situated at 2nd Floor, Parmar House, 2413, East Street, Camp, Pune – 411001 at **11:30 A.M. (IST)**, to transact the following business :-

SPECIAL BUSINESS:

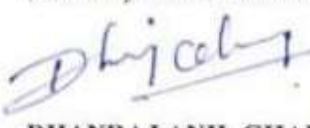
1. TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY.

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 5, Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the members of the Company, be and is hereby accorded for alteration of Articles of Association of the Company by way of inclusion of a new part i.e. "Part C" by incorporating the relevant terms of clause 10 and clause 14 of the debenture trust deed dated August 30, 2022 (read-with the first amendment dated February 02, 2023, second amendment dated June 05, 2023, third amendment dated June 21, 2024, fourth amendment dated March 11, 2025, letter agreement dated March 21, 2025 and fifth amendment dated April 09, 2025) executed between *inter alia* the Company and Vistra ITCL (India) Limited (acting in its capacity as the debenture trustee), as placed before the Members for their approval.

RESOLVED FURTHER THAT any one of the Directors of the Company and/or Company Secretary, be and is hereby severally authorised to sign and submit physically or digitally, any documents or forms to the Registrar of Companies or any other appropriate authorities, to give effect to the above resolution; and to renumber the article/clause numbers, if required to ensure consonance with e-form INC-34 i.e. e-AOA (e- Articles of Association) and to do all such acts, things, deeds and matters as may be necessary in connection therewith or incidental or ancillary thereto in regard to the above resolution."

By Order of Board of Directors
For **Malnad Project (I) Private Limited**
(Formerly known as *Kumar Housing Township Private Limited*)


DHANRAJ ANIL GHARGE
Company Secretary



Malnad Project (I) Private Limited
(Formerly known as *KUMAR HOUSING TOWNSHIP PRIVATE LIMITED*)

Membership No: A75553

Date: May 08, 2025

Place: Pune



Malnad Project (I) Private Limited

(Formerly known as KUMAR HOUSING TOWNSHIP PRIVATE LIMITED)

2nd Floor, Parmar House, 2413, East Street, Camp, Pune - 411001, Maharashtra, India ☎ +91 020 69085100, 020 69085151 🌐 www.kumarre.com

✉ contact@kumarworld.com 📱 CIN : U45100PN2017PTC170130

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on behalf of him and such proxy need not be a member of the Company. The instrument of proxy in order to be effective should be deposited at the registered office of the Company, duly completed and signed, before the commencement of the meeting. Proxy form pursuant to Section 105 of the Companies Act, 2013 is annexed herewith.
2. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special businesses to be transacted at the meeting is annexed herewith.
3. Only registered members of the Company may attend and vote (either in person or by proxy under applicable provisions of the Companies Act, 2013) at the Meeting of the members.
4. Relevant documents referred to in the accompanying Notice and the explanatory statement will be open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting. Shareholders desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
5. The route map of the venue for the meeting forms part of this notice.
6. Any queries/grievances in relation to the voting may be addressed to any Director of the Company, at the registered office of the Company.

Malnad Project (I) Private Limited

(Formerly known as KUMAR HOUSING TOWNSHIP PRIVATE LIMITED)

EXPLANATORY STATEMENT PURSUANT TO

SECTION 102 OF COMPANIES ACT, 2013

Item No. 1

This statement forms part of the Notice dated **08th May 2025** and should be read along with Agenda Item No. 1 in the said Notice.

The Members are hereby inform that Malnad Projects Private Limited (now merged with the Malnad Project (I) Private Limited) ("**Issuer Company**"), Vistra ITCL (India) Limited and other parties entered into a debenture trust deed dated August 30, 2022 (read-with the first amendment dated February 02, 2023, second amendment dated June 05, 2023, third amendment dated June 21, 2024, fourth amendment dated March 11, 2025, letter agreement dated March 21, 2025 and fifth amendment dated April 09, 2025) ("**DTD**"), in pursuance whereof the Issuer Company proposed to raise funds/ loan by way of private placement of the Debentures aggregating up to the Debenture Subscription Amount, comprising of the Tranche 1 Debentures, Tranche 2 Debentures and Tranche 3 Debentures, in accordance with the terms and conditions as more particularly set out in the DTD.

Accordingly, in its capacity as the Obligor under the DTD, the Issuer Company has undertaken certain obligations and conditions which are required to be incorporated into its Articles of Association by way of inclusion of a new part i.e. "Part C" to incorporate the relevant provisions of Clause 10 of the DTD in relation to appointment and powers of nominee director and Clause 14 of the DTD in relation to reserved matters as specifically set out therein.

Thus, in accordance with the provision of Section 14 of the Companies Act, 2013 ("**Act**") and other applicable provisions of the Act and rules made there under, the approval of Members of the company by way of special resolution is required.

The Board recommends the resolution set out at in this Notice for approval of the Members as Special Resolution.

The draft set of altered Articles of Association of the Company proposed to be adopted duly initialed by the Chairman, for approval of the Members is being circulated along with the Notice of the Extra-Ordinary General Meeting and also available for inspection by the members of the Company during the normal business hours at the registered office of the Company and copies thereof shall also be made available for inspection at the registered office of the Company up to the commencement of the Extra Ordinary General Meeting.

Memorandum of interest:

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, in the resolution set out in Item No. 1 of the Notice.



Malnad Project (I) Private Limited

(Formerly known as KUMAR HOUSING TOWNSHIP PRIVATE LIMITED)

For Malnad Project (I) Private Limited

(Formerly known as Kumar Housing Township Private Limited)



DHANRAJ ANIL GHARGE

Company Secretary

Membership No: A75553



Date: May 08, 2025

Place: Pune

Malnad Project (I) Private Limited

(Formerly known as KUMAR HOUSING TOWNSHIP PRIVATE LIMITED)

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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I, hereby record my presence at the **I/May/2025-26** Extra-Ordinary General Meeting of the Members of **Malnad Project (I) Private Limited** (formerly known as Kumar Housing Township Private Limited) ('the Company') held on **Thursday, May 08 2025** at the Registered office of the Company situated at 2nd Floor, Parmar House, 2413, East Street, Camp, Pune – 411001 at **11:30 A.M. (IST)**.

Folio No:

Full Name of the Shareholder in Block Letters:

No. of Shares held :

Name of Proxy (if any) in Block Letters :

Signature of the Shareholder/Proxy*

NOTES:

1. Please fill up the attendance slip and hand it over at the entrance of the Meeting hall. Only Member// Proxy Holder can attend the Meeting.

* Strike out whichever is not applicable.



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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]

Name of the member:
Registered Address:
Email ID :
Folio No./Client ID:
DP ID:

I/We, being the Member (s) of shares of the above name Company, hereby appoint:

Name:
Address:
Email ID:
Signature:

Or Failing him/her

Name:
Address:
Email ID:

Malnad Project (I) Private Limited

(Formerly known as KUMAR HOUSING TOWNSHIP PRIVATE LIMITED)



Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the **1/May/2025-26** Extra-Ordinary General Meeting of the Members of **Malnad Project (I) Private Limited** (formerly known as Kumar Housing Township Private Limited) ('the Company') to be held on **Thursday, 08 May 2025** at the Registered office of the Company situated at 2nd Floor, Parmar House, 2413, East Street, Camp, Pune – 411001 **at 11:30 A.M. (IST)** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
SPECIAL BUSINESSES		For	Against
1.	To approve the Alteration of Articles of Association of the Company.		

Signed this ____ day of _____ 2025

Affix
Revenue
Stamp

Signature of shareholder:

Signature of proxy holder (s):

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the meeting.
2. *This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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**ROUTE MAP TO THE VENUE OF THE EGM
TO BE HELD ON THURSDAY MAY 08 2025**

The route map to the venue of the Extraordinary general Meeting is provided below:



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