

NOTICE

Shorter Notice is hereby given that **II/April/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, 10th April 2025** at the Registered office of the Company situated at 2nd Floor, Parmar House, 2413, East Street, Camp, Pune – 411001 at 11:00 A.M. (IST), to transact the following business :-

SPECIAL BUSINESS:

I. NOTING OF ALLOTMENT OF 5,00,000 (FIVE LACS) UNLISTED, SECURED, INTEREST BEARING, GUARANTEED, REDEEMABLE, RUPEE DENOMINATED AND TRANSFERABLE NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT:

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 42, 71, 179(3)(c), Section 179 (3)(d) and other applicable provisions, if any, of the Companies Act, 2013, as may be amended from time to time, read with all applicable rules and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in terms of the Private Placement Offer letter issued in Form PAS – 4, consent of the members of the Company be and is hereby accorded for taking on record allotment on private placement basis of 5,00,000 (five lacs) unlisted, secured, interest bearing, guaranteed, redeemable, rupee denominated and transferable non-convertible debentures of a nominal value of INR 1,000/- (Indian Rupees One Thousand) each aggregating to not more than INR 50,00,00,000/- (Indian Rupees Fifty crores only) in one or more tranche to HDFC Capital Affordable Real Estate Fund – 3, the first scheme of HDFC Capital AIF – 3, a Category II Alternative Investment Fund formed under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 on the terms specified in 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 and letter agreement dated March 21, 2025, entered into *inter alia* between the Company and Vistra ITCL (India) Limited, a company incorporated under the Companies Act, 1956, having corporate identification number U66020MH1995PLC095507 and having its registered office at the Capital Building, Unit no. 505-A2, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, India – 400051, acting through its branch office at 805, Kailash Building, 26, Kasturba Gandhi Marg, Connaught Place, New Delhi, India – 110001, acting as the debenture trustee in respect of the Debentures, and all other agreements, documents, etc. executed in pursuance thereof.

RESOLVED FURTHER THAT the Company be and is hereby authorized to issue letter of allotment in favour of the allottee/s of the Debentures.

RESOLVED FURTHER THAT the Debentures be credited to the demat account of the allottee/s

Malnad Project (I) Private Limited

(Formerly known as KUMAR HOUSING TOWNSHIP PRIVATE LIMITED)

through corporate action with the National Securities Depository Limited.

RESOLVED FURTHER THAT the Company be and is hereby authorised to record the name of the aforementioned allottee/s in the register of debenture holders of the Company to be maintained by the Company, as the holders of the Debentures and any of the directors of the Company be and are hereby severally authorized to enter the name of the said holders in the register of debenture holders of the Company.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby jointly or severally authorized to file necessary eforms including but not limited to return of allotment with the Registrar of Companies and corporate action forms with National Securities Depository Limited in relation to the allotment of Debentures.

RESOLVED FURTHER THAT Mr. Manish Vimalchand Jain (DIN: 00037571) and Mr. Yogesh Bhawe (DIN: 03631534) being the Authorised Signatory/ies ("Authorised Signatory/ies") of the Company, be and are hereby, jointly and severally, authorised on behalf of the Company to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.

RESOLVED FURTHER THAT any Authorised Signatory/Director of the Company be and is hereby severally authorised to issue certified true copy of the resolution as and when necessary."

By Order of Board of Directors

For **Malnad Project (I) Private Limited**

(Formerly known as Kumar Housing Township Private Limited)

Manish Vimalchand Jain

Director | DIN: 00037571

Address: 11, Napier Road, Camp,
Pune 411001, Maharashtra



Date: April 10, 2025

Place: Pune

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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, not less than 48 hours 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.

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EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 OF COMPANIES ACT 2013

The Chairman informed the Board that M/s. Malnad Project (I) Private Limited ("MPPL") vide special resolution dated April 04, 2025, approved issuance 5,00,000 (Five lacs) unlisted, secured, interest bearing, guaranteed, redeemable, rupee denominated and transferable non-convertible debentures of a nominal value of INR 1,000/- (Indian Rupees One Thousand only) each, aggregating to not more than INR 50,00,00,000/- (Indian Rupees Fifty crores only) in one or more tranche, as more particularly as set out in the debenture trust deed dated August 30, 2022 (as amended from time to time) (the "Debentures"), by way of private placement, to **HDFC CAPITAL AFFORDABLE REAL ESTATE FUND – 3**, the first scheme of HDFC Capital AIF – 3, a Category II Alternative Investment Fund formed under Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 acting through its investment manager HDFC CAPITAL ADVISORS LIMITED, a company registered under the provisions of the Companies Act, 2013, having its registered office at Ramon House, 169, Backbay Reclamation, HT Parekh Marg, Churchgate, Mumbai, Maharashtra, India – 400020 (the "**Debenture Holder**"), in accordance with the terms of said debenture trust deed dated August 30, 2022 (as amended from time to time), entered into inter alia between the MPPL and Vistra ITCL (India) Limited, a company incorporated under the Companies Act, 1956, having corporate identification number U66020MH1995PLC095507 and having its registered office at the Capital Building, Unit no. 505-A2, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, India – 400051, acting through its branch office at 805, Kailash Building, 26, Kasturba Gandhi Marg, Connaught Place, New Delhi, India – 110001, acting as the debenture trustee in respect of the Debentures.

Out of the said issue the Company proposed to allot 5,00,000 (Five lacs) unlisted, secured, interest bearing, guaranteed, redeemable, rupee denominated and transferable non-convertible debentures of a nominal value of INR 1,000/- (Indian Rupees One Thousand) each (i.e., Tranche 3 Debentures), aggregating to not more than INR 50,00,00,000/- (Indian Rupees Fifty crores only) to the Debenture Holder and the members are requested to take on record the allotment of debentures.

Accordingly, the Board of Directors of the Company recommends to the members to note and take on record the allotment of debentures as set out in the notice for their approval by passing a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

CERTIFIED TRUE COPY

For MALNAD PROJECT (I) PRIVATE LIMITED

(Formerly known as Kumar Housing Township Private Limited)

Manish Vimalchand Jain

Director | DIN: 00037571

Address: 11, Napier Road, Camp,

Pune 411001, Maharashtra

Date: 10/04/2025

Place: Pune.



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