

GRAND HILLS DEVELOPMENTS PRIVATE LIMITED

19.09.2025

To,
The General Manager – DCS
Listing Operations-Corporate Services Dept.
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400001

Scrip Code: 975780
ISIN: INE0DWX07025

Dear Sir/ Madam,

Sub: Notice of 1st Extra Ordinary General Meeting of the Company for the Financial Year 2025-2026.

Ref: Regulation 50(2) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

We write to inform that pursuant to Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the 1st Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on Tuesday, September 23, 2025 at 11:00 A.M. (IST). We are enclosing herewith the notice of the 1st EGM for the financial year 2025-2026.

A copy of the Notice of 1st EGM is also available on the website of the Company at <https://www.puravankara.com/grand-hills>.

This is for your information and records.

Thank you,

Yours sincerely,

For Grand Hills Developments Private Limited

Sudip Chatterjee
Company Secretary
M. No. F 11373

GRAND HILLS DEVELOPMENTS PRIVATE LIMITED

NOTICE OF 1st EXTRAORDINARY GENERAL MEETING OF THE COMPANY **FOR THE FINANCIAL YEAR 2025-2026**

SHORTER NOTICE is hereby given that the 01st Extraordinary General Meeting ("EGM") of the Members of **Grand Hills Developments Private Limited** for the financial year 2025-2026 will be held on **Tuesday, September 23, 2025 at 11:00 A.M. (IST)** at No. 130/2, Ulsoor Road, Bangalore- 560 042 to transact the following business at shorter notice:

SPECIAL BUSINESS:

Item No. 1: Approval For Increase In borrowing limits under Section 180(1)(c) of the Companies Act, 2013:

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 180(1)(c) of the Companies Act, 2013 (including any amendment to or re-enactment thereof) and other enabling provisions, if any, of the Companies Act, 2013 and the constitutional documents of the Company, in supersession of all resolutions passed earlier in this behalf, consent of the Company is hereby accorded to the Board of Directors of the Company ("**Board**") for borrowing from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, non-banking finance companies, or from others by way of advances, deposits, fund or non-fund based facilities, debentures, loans, guarantees or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the assets and properties of the Company and/or of any other persons, firms or body corporates, whether movable or immovable or stock-in process and debts, any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be 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 (i.e., reserves not set apart for any specific purpose), provided that the total amount so borrowed, shall not at any time, exceed the limit of Rs. 750,00,00,000 (Rupees Seven Hundred and Fifty Crores only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all deeds and documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under applicable laws (including but not limited to the Companies Act, 2013);

RESOLVED FURTHER THAT the Company shall file this resolution and make any other filings required under the Companies Act, 2013, with the concerned registrar of companies and other statutory/governmental authorities as may be required within the time prescribed by law therefore and undertake other registration requirements (as may be required)."

Item No. 2: Approval for creating mortgage/charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT the shareholders of the Company do hereby accord their consent by way of a special resolution under Section 180(1)(a) of the Companies Act, 2013 (including any amendment to or re-

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enactment thereof), and other applicable provisions, if any, of the Companies Act, 2013, and the constitutional documents of the Company, in supersession of all resolutions passed earlier in this behalf, for mortgaging, hypothecating, pledging and/or charging by the board of directors of the Company ("Board"), all or any of the movable (including any shares held by it) or immovable properties wherever situate, both present and future or the whole or substantially the whole of the undertaking or the undertakings of the Company in such form and in such manner as the Board may think fit, together with power to take over the management of the business and concern of the Company in certain events for securing the borrowings of the Company or its holding company or its subsidiaries or any other person availed/to be availed from time to time from any one or more banks, financial institutions and/or any other persons, firms and/or body corporates, in connection with the debentures issued and/or loans and/or advances and/or guarantee assistance upto Rs. 750,00,00,000 (Rupees Seven Hundred and Fifty Crores only) that has been obtained or may be obtained by the Company or any other person from time to time. The Consent is hereby also given to confer upon such person (or their agents/trustees/nominees), the power to enter upon and to take possession of the assets of the Company and also take over the business or management of the Company upon occurrence of certain events as may be agreed between such persons and the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all deeds and documents and take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under applicable laws (including but not limited to the Companies Act, 2013);

RESOLVED FURTHER THAT the Company shall file this resolution and make any other filings required under the Companies Act, 2013, with the concerned Registrar of Companies and other statutory/governmental authorities as may be required within the time prescribed by law therefore and undertake other registration requirements (as may be required)."

Item No. 3: Approval for the amendment of the 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 of the Companies Act, 2013 and other applicable provisions, any rules framed thereunder (including any amendments thereto or re-enactment thereof) and subject to such other approvals, permissions and consents as may be required, consent of the members of the Company be and is hereby accorded for addition / amendment of the articles of association of the Company to incorporate the terms and conditions under the Debenture Trust Deed, and and also add the following clause to the articles of association of the Company in the manner tabulated hereunder:

Addition/ Amendment	Particulars
Article 29B shall be replaced	<i>Notwithstanding anything contained in these Articles, the debenture trustee (including its transferees, assigns and successors) ("Debenture Trustee") in relation to the issuance of non-convertible cumulative debentures ("Debentures") issued/ proposed to be issued by the Company shall have a right to appoint and replace a nominee director on the Board (hereinafter referred to as the "Nominee Director") and an observer on the Board ("Observer") in accordance with the terms of the debenture trust deed and debenture documents for the issuance of Debentures by the Company. The Nominee Director shall not be liable to retire by rotation</i>

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	<i>nor required to hold any qualification shares. The Nominee Director and the Observer shall be entitled to receive all notices, agenda and other documents circulated and to attend all general meetings and board meetings and receive duly certified copies of the proceedings of such meetings. The Nominee Director shall also be entitled to be appointed as a member of such committee(s) on the Board as may be required by the Debenture Trustee.</i>
Article 46 shall be replaced	MISCELLANEOUS <i>Notwithstanding anything contained in these Articles, the terms and conditions contained in the debenture trust deed and debenture documents (including any amendments, supplements and modifications thereto) executed, inter alios, by the Company and the Debenture Trustee in relation to the issuance of debentures shall prevail.</i>

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorized to take all actions and do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the aforesaid resolution including but not limited to filing necessary statutory documents with concerned Registrar of Companies (ROC) and other statutory authorities, as applicable and to settle any question difficulty or doubt that may arise in this regard;

RESOLVED FURTHER THAT a copy of these resolutions, certified to be true copy executed by any director of the Company, shall be furnished to the Debenture Trustee and to such other parties/ person(s), authority (ies) as may be required."

**By Order of the Board of Directors
For Grand Hills Developments Private Limited**

Sd/-

**Date: September 19, 2025
Place: Bangalore**

**Sudip Chatterjee
Company Secretary
M.No.: F11373**

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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, on a poll, to vote instead of himself/herself and such Proxy need not be a Member of the Company.
2. 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.
3. Members/Proxies are requested to kindly take note that Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting.
4. According to provisions of Section 105 of the Companies Act, 2013, ("Act") read with the applicable rules thereon, a person can act as a proxy on behalf of Shareholder not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Shareholder holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. A Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Extra Ordinary General Meeting and at the venue of the Meeting for the duration of the Meeting.
7. Route-map to the venue of the Meeting is provided at the end of the Notice.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the Meeting is annexed and pursuant to Secretarial Standard- 2, details of directors seeking appointment/ re-appointment at the AGM are annexed as Annexure -A and forms part of this Notice.

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EXPLANATORY STATEMENT

AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013, THE EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS ITEMS AS SET OUT IN THE ACCOMPANYING NOTICE

ITEM NO. 1 & 2:

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution. The Members at the general meeting held on January 28, 2022, approved the limits of borrowing power of the Board of the Company under Section 180(1)(c) of the Companies Act, 2013 to Rs. 350 crores. Further the members at the general meeting held on September 25, 2024, increased the limits of borrowing power of the Board of the Company under Section 180(1)(c) and creating mortgage/charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to Rs. 500 crores.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed/ to be availed by the Company, it would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs. 750,00,00,000 (Rupees Seven Hundred and Fifty Crores only).

Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

It is therefore, necessary that the Members pass special resolution under Section 180(1)(a) & 180(1)(c) of the Companies Act, 2013 as set out in the Item Nos. 1 & 2 of the Notice to enable the Board of Directors to exercise its powers under Section 180 of the Companies Act, 2013.

The borrowing power 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.

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

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 Nos. 1 & 2 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

ITEM NO. 3

The Board of Directors of the Company proposes to amend the Articles of Association (AoA) of the Company to increase the borrowing power for its business purpose. Currently, the Articles provide express authority or adequate provisions in relation to the issuance of up to 25,500 (twenty five thousand five hundred) secured, listed, redeemable, rupee denominated, transferable and interest bearing non-convertible cumulative debentures of face value of INR 1,00,000/- (Indian Rupees One

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Lakh Only) each, aggregating up to INR 255,00,00,000/- (Indian Rupees Two Hundred and Fifty Five Crores Only).

The proposed amendment will empower the Board of Directors to issue debentures, borrow from banks and other financial institutions to the enhanced limit approved by the Board and in accordance with the Companies Act, 2013, and the rules framed thereunder, as well as any other applicable laws and regulations.

The members can obtain the proposed AOA from the registered office of the Company.

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

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 Nos. 3 of the accompanying Notice except to the extent of their Shareholding, if any in the Company.

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ATTENDANCE SLIP

I/We.....R/o..... hereby
record my/our presence at the 1st Extra Ordinary General Meeting of the Company on **Tuesday,
September 23, 2025 at 11:00 A.M. (IST)** at the Registered Office of the Company at 130/1, Ulsoor
Road, Bangalore – 560042, Karnataka, India.

Folio No.:
No. of Shares:

Signature of shareholder(s)/proxy

Notes:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio No., No. of Shares, name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.

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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]

CIN : U45203KA2007PTC042435
Name of the Company : GRAND HILLS DEVELOPMENTS PRIVATE LIMITED
Registered Office : 130/1, Ulsoor Road, Bangalore- 560042

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 : or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1st Extra Ordinary General Meeting of the Company on Tuesday, September 23, 2025 at 11:00 A.M. (IST) at the Registered Office of the Company at 130/1, Ulsoor Road, Bangalore - 560042 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number:

1. Approval For Increase In borrowing limits under Section 180(1)(c) of the Companies Act, 2013.
2. Approval for creating mortgage/charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.
3. Approval for amendment of Articles of Association of the Company.

Signed this on _____ day of ____, 2025.

Signature of shareholder(s): _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

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 Extra Ordinary General Meeting.

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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 (v) 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.

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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.

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Route map to the venue of the Extra Ordinary General Meeting

Venue of AGM: 130/1 Ulsoor Road, Bangalore – 560042, Karnataka, India

