

Whispering Heights Real Estate Private Limited

CIN : U70109MH2016PTC286771

Regd. Off. : Raheja Tower, Plot No.C-30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.

Phone : +91-22-2656 4000 Fax : +91-22-2656 4004 Website : www.whisperingheights.co.in

To

All Shareholders,
Whispering Heights Real Estate Private Limited,

NOTICE

Shorter Notice is hereby given that the Third Annual General Meeting of the Members of Whispering Heights Real Estate Private Limited will be held on Friday, 27th September, 2019 at 3.00 p.m. at the Registered Office of the Company situated at Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (E) Mumbai - 400051 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2019 together with the report of Board of Directors and Auditors' thereon.

Special Business:

2. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 152 the Companies Act, 2013 and other applicable sections, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules made thereunder read with the Articles of Association of the Company, the appointment of Mr. Gautam Hora (DIN: 05136098) as permanent director (non-executive) on the Board of Directors of the Company be and is hereby approved.

RESOLVED FURTHER THAT any one of the Directors of the Company are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution, including but not limited to filing the prescribed forms, returns, documents, applications and deeds with all authorities including with the Registrar of Companies, alongwith the requisite fees in respect of this resolution and to comply with all other requirements in this regard.”

By Order of the Board of Directors
For Whispering Heights Real Estate Private Limited.,

Preeti Chheda

Preeti Chheda
Director
DIN:08066703



Date: 18th September, 2019

Place: Mumbai

Copy to:

1. Directors of the Company
2. Key Managerial Personnel of the Company
3. Statutory Auditors of the Company
4. Secretarial Auditor of the Company
5. Debenture Trustee

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Notes :-

1. A MEMBER ENTITLED TO ATTEND, VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, RELATING TO THE SPECIAL BUSINESS IS ENCLOSED HEREWITH.

-x-



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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item no. 2:

Pursuant to the provisions of the Investment and Shareholders' Agreement dated 30th December, 2016 as amended from time to time ("ISHA/Agreement") executed by and between the Company, Reco Solis Private Limited has nominated Mr. Gautam Hora (DIN: 05136098) as its Nominee Director on the Board of Directors of the Company as its nominee director in place of Mr. Gunjan Bahl who has resigned w.e.f. 21st August, 2019. A notice in writing in this regard under Section 160 of the Companies Act, 2013 ('Act') has been delivered to the Company.

In view of the aforesaid, the Company has received Form DIR-2, Form DIR-8 and Form MBP-1 and the Board of Directors of the Company recommended appointment of Mr. Gautam Hora as permanent director (non-executive).

None of the Directors or their relatives is in any way concerned or interested in this resolution.

The Board of Directors of the Company recommends this resolution to be passed as an **Ordinary Resolution**.

**By Order of the Board of Directors
For Whispering Heights Real Estate Private Limited.,**

Preeti Chheda

**Preeti Chheda
Director
DIN:08066703**



WHISPERING HEIGHTS REAL ESTATE PRIVATE LIMITED
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Regd. Office:

Raheja Tower, Plot No. C- 30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai 400051.

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 (s)	
Registered address	
E-mail Id	
Folio No/ Client Id:	
DP ID	

I/We, being the member (s) of _____ 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

3. 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 Third Annual General Meeting of the Members of Whispering Heights Real Estate Private Ltd. to be held on Friday, 27th September, 2019 at 3.00 p.m. at the Registered Office of the Company situated at

Raheja Tower, Plot No. C- 30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Resolution No.	Particulars
1.	To receive, consider and adopt the Board's Report and Audited Financial Statements for the year ended 31 st March, 2019 together with the Auditors' Report thereon.

Special Business:

Resolution No.	Particulars
2.	Appointment of Mr. Gautam Hora as a Director of the Company as nominated by Reco Solis Private Limited.

Signed this ___ day of September 2019.

Signature of shareholder: _____

Affix
Revenue
Stamp

Signature of the 1st Proxy holder

Signature of the 2nd Proxy holder

Signature of the 3rd Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**WHISPERING HEIGHTS REAL ESTATE PRIVATE LIMITED
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Regd. Office:

Raheja Tower, Plot No. C- 30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai 400051.

ADMISSION CARD

Folio No./Client Id: _____

DP Id: _____

PLEASE COMPLETE THIS ADMISSION CARD AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I/We hereby record my/our presence at the Second Annual General Meeting of the Members of Whispering Heights Real Estate Private Ltd. to be held on Friday, September 27, 2019 at 3.00 p.m. at the Registered Office of the Company situated at Raheja Tower, Plot No. C- 30, Block 'G', Bandra Kurla Complex, Bandra (E), Mumbai 400051.

MEMBER'S NAME (in block capital) _____

PROXY'S NAME (in block capital) _____

MEMBER'S/PROXY'S SIGNATURE: _____

Route Map for EGM Venue

